

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-Q**

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

For the quarterly period ended **September 30, 2006**

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

COMMISSION FILE NUMBER: 0-19271

**IDEXX LABORATORIES, INC.**

*(Exact name of registrant as specified in its charter)*

**DELAWARE**  
*(State of incorporation)*

**01-0393723**  
*(IRS Employer Identification No.)*

**ONE IDEXX DRIVE, WESTBROOK, MAINE**  
*(Address of principal executive offices)*

**04092**  
*(ZIP Code)*

**207-556-0300**  
*(Registrant's telephone number, including area code)*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. The number of shares outstanding of the registrant's Common Stock, \$0.10 par value, was 31,298,751 on October 24, 2006.

## IDEXX LABORATORIES, INC. AND SUBSIDIARIES

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**PART I — FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**IDEXX LABORATORIES, INC. AND SUBSIDIARIES**

**CONDENSED CONSOLIDATED BALANCE SHEETS**

*(in thousands, except per share amounts)*

*(Unaudited)*

	<u>September 30,</u> <u>2006</u>	<u>December 31,</u> <u>2005</u>
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 50,950	\$ 67,151
Short-term investments	43,641	65,580
Accounts receivable, less reserves of \$1,510 and \$1,221 in 2006 and 2005, respectively	79,301	71,688
Inventories	93,242	69,369
Deferred income taxes	13,967	13,778
Other current assets	10,793	11,679
<b>Total current assets</b>	<u>291,894</u>	<u>299,245</u>
Property and Equipment, at cost:		
Land and improvements	5,875	1,570
Buildings and improvements	48,002	7,457
Leasehold improvements	11,271	34,645
Machinery and equipment	67,405	58,126
Office furniture and equipment	41,243	35,978
Construction in progress	5,532	5,001
	<u>179,328</u>	<u>142,777</u>
Less accumulated depreciation and amortization	88,163	77,080
<b>Property and equipment, net</b>	<u>91,165</u>	<u>65,697</u>
Other Long-term Assets:		
Goodwill and other intangible assets, net	132,723	118,746
Other noncurrent assets, net	9,190	6,988
	<u>141,913</u>	<u>125,734</u>
<b>TOTAL ASSETS</b>	<u>\$ 524,972</u>	<u>\$ 490,676</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts payable	\$ 23,193	\$ 19,842
Accrued expenses	21,587	17,756
Accrued employee compensation and related expenses	27,844	27,550
Accrued taxes	17,099	19,960
Accrued marketing and customer programs	16,086	10,751
Warranty reserves	1,818	2,191
Current portion of long-term debt	665	551
Deferred revenue	8,440	7,965
<b>Total current liabilities</b>	<u>116,732</u>	<u>106,566</u>
Long-term Liabilities:		
Deferred tax liabilities	4,972	6,026
Long-term debt, net of current portion	6,625	-
Warranty reserves	283	968
Deferred revenue	7,321	7,806
Other long-term liabilities	1,454	-
<b>Total long-term liabilities</b>	<u>20,655</u>	<u>14,800</u>
Commitments and Contingencies (Note 10)	-	-
Partner's Interest in Consolidated Subsidiary	-	300
Stockholders' Equity:		
Common stock, \$0.10 par value: Authorized: 120,000 and 60,000 shares in 2006 and 2005, respectively; Issued: 46,564 and 45,938 shares in 2006 and 2005, respectively	4,656	4,594
Additional paid-in capital	474,540	437,394
Deferred stock units: Issued 30 and 25 units in 2006 and 2005, respectively	1,806	1,316
Retained earnings	465,942	396,936
Accumulated other comprehensive income	6,588	866
Treasury stock, at cost: (15,313 and 14,118 shares in 2006 and 2005, respectively)	<u>(565,947)</u>	<u>(472,096)</u>
<b>Total stockholders' equity</b>	<u>387,585</u>	<u>369,010</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>\$ 524,972</u>	<u>\$ 490,676</u>

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

**IDEXX LABORATORIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
*(in thousands, except per share amounts)*  
*(Unaudited)*

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
<b>Revenue:</b>				
Product revenue	\$ 132,851	\$ 112,874	\$ 388,260	\$ 339,386
Service revenue	54,529	45,195	158,648	131,739
	<u>187,380</u>	<u>158,069</u>	<u>546,908</u>	<u>471,125</u>
<b>Cost of Revenue:</b>				
Cost of product revenue	52,029	46,117	158,166	144,227
Cost of service revenue	37,152	30,623	105,482	88,914
	<u>89,181</u>	<u>76,740</u>	<u>263,648</u>	<u>233,141</u>
Gross profit	<u>98,199</u>	<u>81,329</u>	<u>283,260</u>	<u>237,984</u>
<b>Expenses:</b>				
Sales and marketing	29,051	24,303	84,668	75,221
General and administrative	20,990	16,360	60,463	47,304
Research and development	13,696	10,543	39,666	30,312
Income from operations	34,462	30,123	98,463	85,147
Interest expense	(159 )	(11 )	(348 )	(47 )
Interest income	768	929	2,320	2,339
Income before provision for income taxes and partner's interest	35,071	31,041	100,435	87,439
Provision for income taxes	10,118	10,547	31,581	29,533
Partner's interest in loss of subsidiary	-	(110 )	(152 )	(321 )
Net income	<u>\$ 24,953</u>	<u>\$ 20,604</u>	<u>\$ 69,006</u>	<u>\$ 58,227</u>
<b>Earnings per Share:</b>				
Basic	<u>\$ 0.80</u>	<u>\$ 0.63</u>	<u>\$ 2.19</u>	<u>\$ 1.78</u>
Diluted	<u>\$ 0.76</u>	<u>\$ 0.61</u>	<u>\$ 2.09</u>	<u>\$ 1.70</u>
<b>Weighted Average Shares Outstanding:</b>				
Basic	<u>31,210</u>	<u>32,482</u>	<u>31,491</u>	<u>32,686</u>
Diluted	<u>32,731</u>	<u>34,044</u>	<u>33,022</u>	<u>34,183</u>

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

**IDEXX LABORATORIES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
*(in thousands)*  
*(Unaudited)*

	<b>For the Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2006</b>	<b>2005</b>
<b>Cash Flows from Operating Activities:</b>		
Net income	\$ 69,006	\$ 58,227
Adjustments to reconcile net income to net cash provided (used) by operating activities:		
Depreciation and amortization	21,737	17,896
Partner's interest in loss of subsidiary	(152)	(321)
Provision for uncollectible accounts	588	1
Deferred income taxes	(4,085)	(1,660)
Share-based compensation expense	8,143	155
Tax benefit from exercises of stock options	(8,747)	5,910
Changes in assets and liabilities, net of acquisitions:		
Accounts receivable	(6,493)	(4,511)
Inventories	(23,128)	(3,340)
Other assets	(61)	167
Accounts payable	3,258	3,464
Accrued liabilities	11,669	1,402
Deferred revenue	(323)	(885)
Net cash provided by operating activities	<u>71,412</u>	<u>76,505</u>
<b>Cash Flows from Investing Activities:</b>		
Purchases of short- and long-term investments	(66,386)	(53,365)
Sales and maturities of short- and long-term investments	88,400	89,440
Purchases of property and equipment	(21,476)	(16,512)
Purchase of land and buildings	(11,521)	-
Net proceeds from sale of land and building	-	803
Acquisitions of equipment leased to customers	(1,370)	(1,784)
Acquisitions of intangible assets and businesses, net of cash acquired	(9,367)	(6,406)
Net cash provided (used) by investing activities	<u>(21,720)</u>	<u>12,176</u>
<b>Cash Flows from Financing Activities:</b>		
Payment of notes payable	(712)	(2,056)
Purchase of treasury stock	(93,832)	(88,800)
Proceeds from exercises of options	18,843	14,941
Excess tax benefit from exercises of stock options	8,747	-
Net cash used by financing activities	<u>(66,954)</u>	<u>(75,915)</u>
Net effect of exchange rates on cash	<u>1,061</u>	<u>(2,154)</u>
Net increase (decrease) in cash and cash equivalents	(16,201)	10,612
Cash and cash equivalents at beginning of period	67,151	47,156
Cash and cash equivalents at end of period	<u>\$ 50,950</u>	<u>\$ 57,768</u>
<b>Supplemental Disclosures of Cash Flow Information:</b>		
Interest paid	\$ 400	\$ 40
Income taxes paid	\$ 28,193	\$ 27,137

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

**IDEXX LABORATORIES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(Unaudited)*

**Note 1. Basis of Presentation**

The accompanying unaudited, condensed consolidated financial statements of IDEXX Laboratories, Inc. (“IDEXX”, the “Company”, “we” or “our”) have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the requirements of Regulation S-X, Rule 10-01 for financial statements required to be filed as a part of Form 10-Q.

The accompanying interim condensed consolidated financial statements reflect, in the opinion of our management, all adjustments necessary for a fair statement of our financial position and results of operations. The condensed balance sheet data as of December 31, 2005 was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States. The results of operations for the three and nine months ended September 30, 2006 are not necessarily indicative of the results to be expected for the full year or any future period. These financial statements should be read in conjunction with this Form 10-Q for the three and nine months ended September 30, 2006, and our Annual Report on Form 10-K for the year ended December 31, 2005 filed with the Securities and Exchange Commission.

**Recent Accounting Pronouncements**

In July 2006, the Financial Accounting Standards Board (“FASB”) issued FASB Interpretation (“FIN”) No. 48, “Accounting for Uncertainty in Income Taxes” (“FIN 48”). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in financial statements and prescribes a comprehensive model for the recognition, measurement, and financial statement disclosure of uncertain tax positions taken or expected to be taken in tax returns. The provisions of FIN 48 are effective for fiscal years beginning after December 15, 2006. Generally, a company should record the change in net assets that results from the application of FIN 48 as an adjustment to retained earnings. We are studying FIN 48 and have not yet determined the expected impact of the implementation of this pronouncement.

In June 2006, the FASB ratified the Emerging Issues Task Force (“EITF”) consensus on Issue 06-2, “Accounting for Sabbatical Leave and Other Similar Benefits Pursuant to FASB Statement No. 43, Accounting for Compensated Absences” (“EITF 06-2”). EITF 06-2 requires that the costs associated with unrestricted sabbaticals and other similar benefit arrangements should be recognized over the service period during which the employee earns the benefit. The provisions of EITF 06-2 are effective for fiscal years beginning after December 15, 2006. The provisions of EITF 06-2 shall be applied through a cumulative effect adjustment to retained earnings with the option of retrospective application. We are studying EITF 06-2 and have not yet determined the expected impact of the implementation of this pronouncement.

In September 2006, the FASB issued Statement of Financial Accounting Standards (“SFAS”) No. 157, “Fair Value Measurements” (“SFAS No. 157”). SFAS No. 157 establishes a framework for measuring fair value and expands financial statement disclosures about fair value measurements. The provisions of SFAS No. 157 are required as of the beginning of the first fiscal year beginning after November 15, 2007 and shall generally be applied prospectively. We are studying SFAS No. 157 and have not yet determined the expected impact of the implementation of this pronouncement.

**Note 2. Share-Based Compensation**

In December 2004, the FASB issued Statement of Financial Accounting Standards (“SFAS”) No. 123(R), “Share-Based Payment” (“SFAS No. 123(R)”), which is a revision of SFAS No. 123, “Accounting for Stock-Based Compensation” and SFAS No. 148, “Accounting for Stock-Based Compensation—Transition and Disclosure—An Amendment of FASB No. 123” (collectively, “SFAS No. 123, as Amended”) and supersedes Accounting Principles Board Opinion No. 25, “Accounting for Stock Issued to Employees” (“APB No. 25”). During 2005 and 2006, the FASB also issued Staff Positions No. FAS 123(R)-1, -2, -3, -4, -5 and -6 to provide application guidance related to SFAS No. 123(R).

SFAS No. 123(R) requires all share-based compensation to employees, including grants of stock options, to be valued at fair value on the date of grant, and to be expensed over the requisite service period (generally the vesting period). Prior to January 1, 2006, we measured costs related to employee share-based compensation plans in accordance with APB No. 25. Accordingly, no employee compensation cost was recognized for these plans during the three and nine months ended September 30, 2005.

We adopted the provisions of SFAS No. 123(R) on January 1, 2006 and elected the modified prospective method of transition to the fair-value-based method of accounting for stock-based employee compensation prescribed by SFAS No. 123(R). Effective January 1, 2006, under the modified prospective method, share-based compensation expense includes expense for unvested awards at December 31, 2005 and all awards granted subsequent to December 31, 2005. Share-based compensation expense for the unvested awards outstanding at December 31, 2005 is based on the grant-date fair value previously calculated in developing the pro forma disclosures in accordance with the provisions of SFAS No. 123, as Amended.

In connection with the adoption of SFAS 123(R), we adopted the straight-line method to prospectively expense share-based awards granted subsequent to December 31, 2005. The graded-vesting, or accelerated, method has been used to record the expense for stock options granted prior to January 1, 2006.

Beginning in 2006, we modified our share-based employee compensation programs to shift from the grant of stock options and employee stock purchase rights only to the grant of a mix of restricted stock units and stock options, along with employee stock purchase rights. There were no modifications to the terms of outstanding options during 2006 or 2005.

We issue new shares of common stock to satisfy option and employee stock purchase right exercises and to settle restricted stock units and deferred stock units. At September 30, 2006, a remaining total of 770,000 shares of common stock was authorized by our shareholders and was available for future grants of share-based compensation.

### Financial Impacts of Share-Based Compensation

Selected financial impacts of share-based compensation, excluding the impact of deferred stock units issued under our Director Deferred Compensation Plan or our Executive Deferred Compensation Plan that do not have vesting conditions (which are described below), are presented in the table below (*in thousands, except per share amounts*):

	<b>For the Three Months Ended September 30, 2006</b>	<b>For the Nine Months Ended September 30, 2006</b>
Share-based compensation expense included in cost of revenue	\$ 423	\$ 1,222
Share-based compensation expense included in operating expense	2,116	6,782
Total share-based compensation expense	<u>2,539</u>	<u>8,004</u>
Income tax benefit in net income for share-based compensation expense	(412)	(1,360)
Income tax benefit in net income for employees' disqualifying dispositions of shares acquired through the exercise of stock options and employee stock purchase rights	(16)	(41)
Total income tax benefit	<u>(428)</u>	<u>(1,401)</u>
Net impact of share-based compensation on net income	<u>\$ 2,111</u>	<u>\$ 6,603</u>
Net impact of share-based compensation on:		
Earnings per share, basic	\$ 0.07	\$ 0.21
Earnings per share, diluted	0.06	0.20

Share-based compensation costs are classified in costs of sales and operating expenses consistently with the classification of cash compensation paid to the employees receiving such share-based compensation. Capitalized share-based employee compensation cost at September 30, 2006 was \$0.2 million, which was included in inventory on the consolidated balance sheet.

Our financial statements for periods ending prior to January 1, 2006 have not been restated or revised. Had compensation cost for the Company's share-based compensation for the three and nine months ended September 30, 2005 been determined consistent with the provisions of SFAS No. 123, as Amended, the Company's net income and net income per common share would have been reduced to the following pro forma amounts (*in thousands, except per share amounts*):

	<b>For the Three Months Ended September 30, 2005</b>	<b>For the Nine Months Ended September 30, 2005</b>
Net income:		
As reported	\$ 20,604	\$ 58,227
Pro forma share-based employee compensation, net of tax	(2,185)	(6,684)
Pro forma net income	<u>18,419</u>	<u>51,543</u>
Earnings per share:		
Basic: as reported	\$ 0.63	\$ 1.78
Basic: pro forma	0.57	1.58
Diluted: as reported	0.61	1.70
Diluted: pro forma	0.54	1.51

The following table represents cash proceeds from employees' exercise of stock options and employee stock purchase rights and the reduction of income taxes payable due to employees' share-based compensation tax events (*in thousands*):

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
Cash proceeds from employee stock purchases and option exercises under all share-based payment arrangements	\$ 5,598	\$ 5,480	\$ 18,843	\$ 14,941
Reduction of income taxes payable due to employees' share-based compensation tax events	3,098	2,326	9,942	5,910

Prior to the adoption of SFAS 123(R), we reported all income tax benefits resulting from the exercise of stock options as operating cash inflows in our consolidated statements of cash flows. SFAS 123(R) requires the benefits of tax deductions from the exercise of options in excess of the compensation cost for those options to be reported as financing cash inflows. FASB Staff Position ("FSP") No. FAS 123(R)-3, "Transition Election Related to Accounting for the Tax Effects of Share-Based Payment Awards" provides an alternative transitional method of calculating the excess tax benefits available to absorb tax deficiencies recognized subsequent to the adoption of SFAS 123(R). In accordance with FSP No. FAS 123(R)-3, which we elected, the full amount of tax benefits related to exercises after December 31, 2005 of employee share-based compensation awards that were fully vested as of December 31, 2005 are reported as financing cash inflows. For the nine months ended September 30, 2006, \$8.7 million of tax benefits were reported as financing cash inflows rather than operating cash inflows.

The fair value of options, restricted stock units, deferred stock units with vesting conditions, and employee stock purchase rights awarded during the three months ended September 30, 2006 and 2005 totaled \$0.6 million and \$0.1 million, respectively. The fair value of options, restricted stock units, deferred stock units with vesting conditions, and employee stock purchase rights awarded during the nine months ended September 30, 2006 and 2005 totaled \$11.6 million and \$15.7 million, respectively. The largest portion of our planned annual share-based compensation awards were granted during the first three months of the year in 2006 and 2005. The total unrecognized compensation cost for unvested share-based compensation awards outstanding at September 30, 2006, net of estimated forfeitures, was \$17.5 million. Approximately \$2.5 million is expected to be recognized in the three months ending December 31, 2006 and decreasing amounts of the total expense are expected to be recognized over the subsequent five years, resulting in a weighted average remaining expense recognition period of approximately 1.7 years.



## Options

Option awards are granted to employees with an exercise price equal to the closing market price of our common stock at the date of grant and generally vest ratably over five years on each anniversary of the date of grant, conditional on continuous service. Options granted to non-employee directors in 2005 vest fully on the first anniversary of the date of grant. Upon any change in control of the company, 25% of the unvested stock options then outstanding will vest and become exercisable.

We use the Black-Scholes-Merton option-pricing model to determine the fair value of options granted. Option-pricing models require the input of highly subjective assumptions, particularly for the expected stock price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate. Our expected stock price volatility assumptions are based on the historical volatility of our stock for the expected term and other relevant factors. The risk-free interest rate is based on the U.S. Treasury yields for the expected term in effect at the approximate date of grant. We have never paid any cash dividends on our common stock and we have no present intention to pay a dividend; therefore, we assumed that no dividends will be paid over the expected terms of option awards.

The use of the Black-Scholes-Merton option-pricing model, the general methods employed to develop the above-described option valuation assumptions, and the vesting conditions of option awards are consistent with prior periods. Beginning in 2006, the contractual terms of employee options were reduced from ten years to seven years and we elected to use the simplified method described in the Securities and Exchange Commission Staff Accounting Bulletin No. 107, which is based on vesting and contractual terms, to develop the expected term assumption for 2006 option awards. Additionally, beginning in 2006, share-based compensation expense is reduced for an estimate of the number of awards that are expected to be forfeited. The estimate is based on historical data and other factors, and compensation expense is adjusted for actual results.

The weighted average valuation assumptions used to determine the fair value of each option grant on the date of grant and the weighted average estimated fair values were as follows:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
Expected stock price volatility	N/A	40.0%	30.0%	40.0%
Expected term, in years	N/A	5.8	5.0	5.8
Risk-free interest rate	N/A	4.3%	4.6%	4.2%
Weighted average fair value of options granted	N/A	\$ 28.09	\$ 26.78	\$ 25.17

There were no options granted during the three months ended September 30, 2006.

A summary of the status of options granted under our share-based compensation plans at September 30, 2006 and changes during the nine-month period then ended are presented in the table below (*in thousands, except weighted average exercise price*):

	Total		Exercisable	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding December 31, 2005	3,747	\$ 35.17	1,707	\$ 26.64
Granted	165	76.67		
Exercised	(599)	28.60		
Forfeited	(96)	50.90		
Outstanding September 30, 2006	<u>3,217</u>	\$ 38.06	1,829	\$ 30.07

The aggregate intrinsic value of all outstanding options and of exercisable options at September 30, 2006 was \$170.8 million and \$111.7 million, respectively. Intrinsic value represents the amount by which the market price of the common stock exceeded the exercise price of the options, before applicable income taxes. The closing sale price of the common stock was \$91.14 and \$71.98 on the last business days of the periods ended September 30, 2006 and December 31, 2005, respectively. During the three months ended September 30, 2006 and 2005, the total intrinsic value of stock options exercised was \$10.2 million and \$7.3 million, respectively. During the nine months

ended September 30, 2006 and 2005, the total intrinsic value of stock options exercised was \$31.6 million and \$18.7 million, respectively.

The total fair value of options vested during the three months ended September 30, 2006 and 2005 was \$0.7 million and \$1.2 million, respectively. The total fair value of options vested during the nine months ended September 30, 2006 and 2005 was \$12.6 million and \$12.1 million, respectively.

The following summarizes information about all stock options issued and outstanding at September 30, 2006 (in thousands, except exercise price and per share amounts):

Exercise Price Range	Options Outstanding			Options Exercisable	
	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contract Life	Number of Options	Weighted Average Exercise Price
\$ 13.69 - \$ 25.20	1,020	\$ 22.75	4.2	925	\$ 22.50
26.63 - 34.27	921	30.68	5.7	565	30.05
34.98 - 57.31	1,080	52.44	7.7	308	49.83
57.32 - 76.67	197	73.07	6.7	31	59.81
\$ 13.69 - \$ 76.67	3,217	\$ 38.06	6.0	1,829	\$ 30.07

The weighted average remaining contractual life of exercisable options at September 30, 2006 was 5.2 years.

### Employee Stock Purchase Plan

For periods ended prior to July 1, 2005, in order to determine the pro forma impact under SFAS No. 123, as Amended, the fair value of the purchase rights issued under the employee stock purchase plan was estimated on the date of grant using the Black-Scholes-Merton option-pricing model. The following weighted average assumptions were used to determine the fair value of employee purchase rights for the six-month subscription period that began January 1, 2005 and ended June 30, 2005:

Expected stock price volatility	33 %
Expected term, in years	0.5
Risk-free interest rate	3.4 %
Dividend yield	None

Effective July 1, 2005, we amended our employee stock purchase plan to eliminate the look-back option feature and to change the subscription period from six months to three months. The fair value of purchase rights under the revised program equals the 15% discount from the market price at the exercise date, which is the last day of the subscription period.

The following summarizes information about purchase rights issued under the employee stock purchase plan (in thousands, except per share amounts):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
Number of purchase rights issued	7	8	24	32
Fair value per purchase right issued	\$ 13.67	\$ 10.03	\$ 12.66	\$ 12.63

### Restricted and Other Deferred Stock Units With Vesting Conditions

Restricted stock unit awards to employees either vest ratably over five years on each anniversary of the date of grant, or vest on the third anniversary of the date of grant. Vesting is conditional on continuous service. Shares of common stock are issued to the employee upon vesting of restricted stock units. Upon any change in control of the company, 25% of the unvested restricted stock units then outstanding under the 2003 Stock Incentive Plan will vest. Deferred stock units with vesting conditions awarded to non-employee directors vest fully on the first anniversary of the date of grant. Except upon a change in control, as defined in the Director Deferred Compensation Plan, or certain

limited circumstances, all deferred stock units will be exchanged for an equivalent number of shares of common stock one year following a director's resignation or retirement. Upon a change in control, unvested deferred stock units vest immediately.

The fair values of restricted and deferred stock units with vesting conditions are based on the closing sale price of the common stock on the date of grant. We use historical data and other factors to estimate employee termination behavior and to evaluate whether particular groups of employees have significantly different forfeiture behaviors. Share-based compensation expense is reduced for an estimate of the number of awards that are expected to be forfeited. The estimate is based on historical data and other factors, and compensation expense is adjusted for actual results.

The weighted average fair value per unit of restricted stock units granted during the three and nine months ended September 30, 2006 was \$92.34 and \$77.80, respectively. The weighted average fair value per unit of deferred stock units with vesting conditions granted during the nine months ended September 30, 2006 was \$77.47. There were no deferred stock units with vesting conditions granted during the three months ended September 30, 2006.

A summary of the status of restricted and other deferred stock units with vesting conditions granted under our share-based compensation plans at September 30, 2006, and changes during the period then ended, are presented in the table below (*in thousands, except weighted average exercise price*):

	<u>Number of Units</u>
Outstanding December 31, 2005	-
Granted	88
Settled	-
Forfeited	(3)
Outstanding September 30, 2006	<u>85</u>

The weighted average remaining contractual life of outstanding restricted stock units at September 30, 2006 was 2.4 years.

#### **Deferred Stock Units With No Vesting Conditions**

Under our Director Deferred Compensation Plan, non-employee directors may defer a portion of their cash fees in the form of vested deferred stock units, each of which represents the right to receive one unissued share of our common stock. Directors receive a number of deferred stock units equal to the amount of cash fees deferred divided by the closing sale price of the common stock on the date of deferral. Under our Executive Deferred Compensation Plan (the "Executive Plan"), certain members of our management may elect to defer a portion of their cash compensation in deferred stock units. These deferred stock units will be exchanged for a fixed number of shares of common stock on dates determined by the employee, subject to the limitations of the Executive Plan and applicable law. Except upon a change in control, as defined in the Director Deferred Compensation Plan and the Executive Plan, or certain other limited circumstances, directors and officers may not receive shares of common stock in settlement of deferred stock units earlier than one year following their resignation from the board or termination of their employment, respectively.

During the three and nine months ended September 30, 2006, approximately 1,000 deferred stock units valued at less than \$0.1 million and 8,000 deferred stock units valued at \$0.6 million were issued, respectively. During the three and nine months ended September 30, 2005, approximately 1,000 deferred stock units valued at less than \$0.1 million and 11,000 deferred stock units valued at \$0.6 million were issued, respectively.

During the nine months ended September 30, 2006, approximately 2,000 shares of common stock were issued to settle deferred stock units.

### **Note 3. Business Acquisitions**

In 2005, we paid cash of \$5.5 million and assumed liabilities of \$0.7 million to acquire certain assets of veterinary reference laboratories in Switzerland, the UK, Germany, France and the U.S. Goodwill and other intangible assets of \$2.1 million and \$2.8 million, respectively, were assigned to the Companion Animal Group segment.

In September 2005, we paid cash of \$2.0 million and assumed liabilities of \$1.3 million to acquire the business of a Georgia-based veterinary-specific digital radiography systems company. Intangible assets of \$4.6 million were assigned to the Companion Animal Group segment. We also agreed to make additional purchase price payments of up to \$2.3 million, contingent on the achievement by the acquired business of certain milestones. During May 2006, we paid \$0.5 million of the contingent purchase price.

During the three months ended March 31, 2006, we paid aggregate cash consideration of \$0.6 million to acquire certain assets of a veterinary reference laboratory located in the United States. In addition, we paid \$0.1 million during the three months ended September 30, 2006 upon the achievement by the acquired business of certain milestones. Intangible assets other than goodwill of \$0.8 million were assigned to the Companion Animal Group segment.

During the three months ended June 30, 2006, we paid cash of \$6.8 million, in separate transactions, to acquire certain intangible assets of a veterinary practice information management software company and certain assets of a veterinary reference laboratory located in the United States, and to acquire certain intellectual property and distribution rights from a diagnostics company based in Australia. We also assumed other long-term liabilities of \$1.5 million. We agreed to make additional purchase price payments of up to \$2.1 million, of which \$0.3 million is contingent on the achievement by certain acquired businesses of specified milestones. A certain seller is further required to be employed by IDEXX for three years following the acquisition date in order to satisfy the conditions related to \$0.2 million of contingent consideration and such consideration will be recognized as compensation expense when management deems payment to be probable. At June 30, 2006 we preliminarily recorded intangible assets other than goodwill of \$9.6 million. During the three months ended September 30, 2006, we revised the purchase price allocations and recognized goodwill and other intangible assets of \$2.0 million and \$6.5 million, respectively, related to the acquisitions during the three months ended June 30, 2006, net of certain other purchase accounting adjustments from other transactions. The purchase price allocations are subject to finalization of the valuations of certain assets and liabilities.

During the three months ended September 30, 2006, we paid cash of \$1.0 million to acquire certain assets of veterinary reference laboratories located in South Africa. We agreed to make additional purchase price payments of up to \$0.8 million, of which \$0.6 million is contingent on the achievement by the acquired businesses of specified milestones and the requirements that certain sellers be employees or consultants of IDEXX for two years following the acquisition date. Contingent payments will be recognized as compensation and consulting expense when management deems payment to be probable. The final purchase price allocations are subject to finalization of the valuations of certain assets and liabilities. We preliminarily recorded goodwill and other intangible assets of \$0.7 million and \$0.3 million, respectively, which were assigned to the Companion Animal Group segment.

We previously had a 40% equity interest in a joint venture to market production animal diagnostic products in China. In April 2006, we paid \$0.6 million to acquire an additional 55% equity interest in the joint venture from our partner. We also committed to pay an additional \$0.2 million over two years in consideration for the additional equity. In addition, the joint venture entered into a contract with the joint venture partner where the partner will provide promotional and agency services and will receive sales commissions at rates escalating from 2.5% to 8.5% annually based on sales volume. In connection with the acquisition of the additional ownership interest, intangible assets of \$0.7 million were assigned to the Food Diagnostics Group segment.

The results of operations of the acquired businesses have been included since their respective acquisition dates. Pro forma information has not been presented because such information is not material to the financial statements taken as a whole.

**Note 4. Inventories**

Inventories include material, labor and overhead, and are stated at the lower of cost (first-in, first-out) or market. The components of inventories were as follows (*in thousands*):

	September 30, 2006	December 31, 2005
Raw materials	\$ 31,115	\$ 22,517
Work-in-process	12,901	10,583
Finished goods	49,226	36,269
	<u>\$ 93,242</u>	<u>\$ 69,369</u>

**Note 5. Goodwill and Other Intangible Assets**

Goodwill consisted of the following (*in thousands*):

	September 30, 2006	December 31, 2005
Companion Animal Group Segment:		
Rapid assay	\$ 1,952	\$ -
Laboratory and consulting	53,915	51,311
Practice information management systems and digital radiography	1,453	1,453
Pharmaceutical	13,745	13,745
Other goodwill	116	113
Water Segment:		
Water testing	16,525	15,184
Food Diagnostics Group Segment:		
Production animal	6,657	6,321
	<u>\$ 94,363</u>	<u>\$ 88,127</u>

During the three and nine months ended September 30, 2006, we recognized goodwill related to business acquisitions and other purchase accounting adjustments. See Note 3 for additional information. The remaining changes in goodwill during the three and nine months ended September 30, 2006 resulted primarily from changes in foreign currency exchange rates.

Intangible assets other than goodwill consisted of the following (*in thousands*):

	September 30, 2006		December 31, 2005	
	Cost	Accumulated Amortization	Cost	Accumulated Amortization
Customer relationships and lists	\$ 19,924	\$ 3,015	\$ 15,814	\$ 1,878
Patented technologies	10,311	2,604	5,810	1,934
Unlicensed technologies	9,553	4,361	9,168	3,193
Licenses	8,440	2,559	3,800	1,757
Non-compete agreements and contractual rights	4,004	1,617	5,607	1,073
Tradenames and trademarks	359	75	294	39
	<u>\$ 52,591</u>	<u>\$ 14,231</u>	<u>\$ 40,493</u>	<u>\$ 9,874</u>

During the three and nine months ended September 30, 2006, we recognized amortizable intangible assets related to business acquisitions and other purchase accounting adjustments. See Note 3 for additional information. The remaining changes in the cost of intangible assets other than goodwill during the three and nine months ended September 30, 2006 resulted primarily from changes in foreign currency exchange rates.

Amortization expense of intangible assets was \$1.3 million and \$3.9 million for the three and nine months ended September 30, 2006, respectively. Amortization expense of intangible assets was \$1.0 million and \$2.9 million for the three and nine months ended September 30, 2005, respectively.

## Note 6. Warranty Reserves

We provide for the estimated cost of product warranties in cost of product revenue at the time revenue is recognized. Our actual warranty obligation is affected by product failure rates and service costs incurred in correcting a product failure. Should actual product failure rates or service costs differ from management's estimates, which are based on historical data, revisions to the estimated warranty liability would be required. Following is a summary of changes in accrued warranty reserve for products sold to customers for the three and nine months ended September 30, 2006 and 2005 (*in thousands*):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
Balance, beginning of period	\$ 2,764	\$ 3,207	\$ 3,159	\$ 3,679
Provision for warranty expense	264	547	1,134	2,085
Change in estimate of prior warranty expense	(304)	(109)	(423)	(339)
Settlement of warranty liability	(623)	(816)	(1,769)	(2,596)
Balance, end of period	2,101	2,829	2,101	2,829
Long-term portion	283	715	283	715
Current portion of warranty reserves	\$ 1,818	\$ 2,114	\$ 1,818	\$ 2,114

## Note 7. Income Taxes

Our effective tax rates for the three and nine months ended September 30, 2006 were 28.9% and 31.4%, respectively, compared with 33.9% and 33.7% for the three and nine months ended September 30, 2005, respectively.

The decrease in our effective tax rate for the three months ended September 30, 2006, compared to the three months ended September 30, 2005, was due, in part, to a reduction in previously accrued taxes resulting from the expiration of various statutes of limitations during the quarter ended September 30, 2006. These rate-reducing adjustments were partly offset by the nonrecognition, in the current period, of tax benefits on compensation expense for incentive stock options and employee stock purchase rights that were recognized in accordance with SFAS No. 123(R) effective January 1, 2006 and by the December 31, 2005 expiration of U.S. tax benefits related to research and development expense.

In addition to the matters discussed above, the decrease in our effective tax rate for the nine months ended September 30, 2006, compared to the nine months ended September 30, 2005, was also attributable to a reduction of previously recorded international deferred tax liabilities as a result of obtaining certain tax incentives and to the release of a valuation allowance on international deferred tax assets as a result of a subsidiary demonstrating consistent sustained profitability.

## Note 8. Comprehensive Income

The following is a summary of comprehensive income for the three and nine months ended September 30, 2006 and 2005 (*in thousands*):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
Net income	\$ 24,953	\$ 20,604	\$ 69,006	\$ 58,227
Other comprehensive income (loss):				
Foreign currency translation adjustments	1,947	(1,421)	7,145	(11,503)
Change in fair value of foreign currency contracts classified as hedges, net of tax	845	(114)	(1,469)	3,713
Change in fair market value of investments, net of tax	8	26	46	7
Comprehensive income	\$ 27,753	\$ 19,095	\$ 74,728	\$ 50,444

## Note 9. Earnings per Share

The following is a reconciliation of shares outstanding for basic and diluted earnings per share (*in thousands*):

	For the Three Months Ended		For the Nine Months Ended	
	September 30,		September 30,	
	2006	2005	2006	2005
Shares Outstanding for Basic Earnings per Share:				
Weighted average shares outstanding	31,180	32,458	31,461	32,664
Weighted average vested deferred stock units outstanding	30	24	30	22
	<u>31,210</u>	<u>32,482</u>	<u>31,491</u>	<u>32,686</u>
Shares Outstanding for Diluted Earnings per Share:				
Shares outstanding for basic earnings per share	31,210	32,482	31,491	32,686
Dilutive effect of options issued to employees and directors	1,503	1,562	1,520	1,497
Dilutive effect of restricted stock units issued to employees	11	-	6	-
Dilutive effect of nonvested deferred stock units issued to directors	7	-	5	-
	<u>32,731</u>	<u>34,044</u>	<u>33,022</u>	<u>34,183</u>

Certain deferred stock units outstanding are included in shares outstanding for both basic and diluted earnings per share because the associated shares of our common stock are issuable for no cash consideration, the number of shares of our common stock to be issued is fixed and issuance is not contingent.

Certain options to acquire shares have been excluded from the calculation of shares outstanding for diluted earnings per share because they were anti-dilutive. The following table presents information concerning those anti-dilutive options (*in thousands, except per share amounts*):

	For the Three Months Ended		For the Nine Months Ended	
	September 30,		September 30,	
	2006	2005	2006	2005
Weighted average number of shares underlying anti-dilutive options	154	-	136	35
Weighted average exercise price per underlying share of anti-dilutive options	\$ 76.67	\$ -	\$ 76.57	\$ 61.01

The following table presents additional information concerning the exercise prices of vested and unvested options outstanding at the end of the period (*in thousands, except per share amounts*):

	September 30,	September 30,
	2006	2005
Closing price per share of our common stock	<u>\$ 91.14</u>	<u>\$ 66.88</u>
Number of shares underlying options with exercise prices below the closing price	3,217	3,920
Number of shares underlying options with exercise prices equal to or above the closing price	-	-
Total number of shares underlying outstanding options	<u>3,217</u>	<u>3,920</u>

## Note 10. Commitments, Contingencies and Guarantees

Significant commitments, contingencies and guarantees at September 30, 2006 are consistent with those discussed in our Annual Report on Form 10-K for the year ended December 31, 2005 in Note 11 to the consolidated financial statements, except as described below and in Note 3.

In May 2006, we acquired our Westbrook, Maine facility. We paid cash of \$11.5 million and assumed a mortgage that had a face value of \$6.5 million and a stated interest rate of the mortgage was 9.875%. We recognized the mortgage at a fair market value of \$7.5 million, based on an effective market interest rate of 6.05%. The mortgage is payable in equal monthly installments of approximately \$0.1 million through May 1, 2015. Annual mortgage principal payments as of September 30, 2006, based on the fair market value of the mortgage at the assumption date, are as follows (*in thousands*):

<u>Years Ending December 31,</u>	<u>Amount</u>
2006	\$ 109
2007	675
2008	717
2009	762
2010	809
Thereafter	4,218
	<u>\$ 7,290</u>

The purchase of our headquarters facility relieved us from associated future lease commitments. This transaction, partly offset by other transactions whereby we entered into facility lease agreements in the normal course of business, resulted in net reductions to the minimum annual rental obligations disclosed in our Annual Report on Form 10-K for the year ended December 31, 2005 in Note 11 to the consolidated financial statements of approximately \$0.5 million in 2007 and in 2008, \$0.6 million in 2009, and \$1.4 million in 2010. In connection with our purchase of our Westbrook, Maine facility, we reclassified certain leasehold improvements with a historical cost of \$25.8 million to buildings and improvements and to machinery and equipment.

In October 2005, our former supplier of VetAutoread™ Hematology Analyzers and consumables sold this business (including the human hematology testing products division) and we simultaneously entered into a new supply agreement for these products with the acquirer of the business. Under this new supply agreement, we received fixed pricing on certain products through December 31, 2020, among other benefits. In partial consideration for this new supply agreement, we paid cash of \$2.5 million to the acquirer and guaranteed the acquirer's note (the "Note") in the principal amount of \$3.5 million given to our former supplier in partial consideration for the business. The acquirer is obligated to pay the Note through quarterly principal and interest payments through 2008 and to pay the remaining balance in 2008. We are obligated to make a second payment of \$1.25 million upon the achievement of certain milestones by the acquirer, which we expect to occur in approximately 2008, and a third payment of \$1.25 million twelve months later. Our obligations to make the second and third payments are subject to the acquirer's payment of all amounts under the Note and the release of our guaranty. We recorded the fair value of the guaranty of \$0.5 million and recognized the associated assets as of the effective date of the agreements. During the nine months ended September 30, 2006, we reduced the fair value of the guaranty by \$0.1 million as a result of the acquirer's principal payments.

During the three months ended June 30, 2006, we incurred additional commitments to a supplier to purchase approximately \$20 million of products through 2009. Should we fail to meet these purchase obligations, we are subject to penalties of ten percent of the sales value of the unpurchased quantities of products that would be required to satisfy the minimum volume commitments.

## Note 11. Treasury Stock

The board of directors has authorized the repurchase of up to 16,000,000 shares of our common stock in the open market or in negotiated transactions. From the inception of the program in August 1999 to September 30, 2006, we repurchased 15,143,000 shares for \$559.9 million. At September 30, 2006, we had 857,000 shares remaining under our share repurchase authorization. From the inception of the program in August 1999 to September 30, 2006, we also received 171,000 shares of stock with a market value of \$6.0 million that were surrendered by employees in payment for the minimum required withholding taxes due on the exercise of stock



options, vesting of restricted stock units and settlement of deferred stock units, and in payment for the exercise price of stock options.

Information about our treasury stock purchases and other receipts is presented in the table below (*in thousands, except per share amounts*):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
Increase in the number of treasury shares	116	596	1,195	1,493
Total cost of treasury shares	\$ 8,609	\$ 38,409	\$ 93,851	\$ 88,800
Average cost per share	\$ 74.51	\$ 64.50	\$ 78.53	\$ 59.47

## Note 12. Segment Reporting

We disclose information regarding segments in accordance with the provisions of SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information" ("SFAS No. 131"). SFAS No. 131 requires disclosures about operating segments in annual financial statements and requires selected information about operating segments in interim financial statements. It also requires related disclosures about products and services and geographic areas. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision-maker, or decision-making group, in deciding how to allocate resources and in assessing performance. Our chief operating decision-maker is the Chief Executive Officer.

We are organized into business units by market and customer group. Our reportable operating segments include: products and services for the veterinary market, which we refer to as our Companion Animal Group ("CAG"), water quality products ("Water") and products for production animal health and dairy quality, which we refer to as the Food Diagnostics Group ("FDG"). CAG develops, designs, manufactures, and distributes products and performs services for veterinarians. CAG is comprised of the following product and service categories: instruments and consumables, rapid assays, reference laboratory and consulting services, practice information management systems and digital radiography, and pharmaceuticals. Water develops, designs, manufactures and distributes products to detect contaminants in water. FDG develops, designs, manufactures and distributes products to detect disease in production animals and contaminants in dairy products. Other items that are not included in our reportable segments are comprised primarily of share-based compensation costs (effective January 1, 2006), corporate research and development expenses, interest income, and interest expense. While share-based compensation costs are not allocated to our reportable segments, such costs are classified in costs of sales and operating expenses consistently with the classification of cash compensation paid to the same employees.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies in our Annual Report on Form 10-K for the year ended December 31, 2005 in Notes 2 and 18.

The following is the segment information (*in thousands*):

	For the Three Months Ended September 30,				Consolidated Total
	CAG	Water	FDG	Other	
<b>2006</b>					
Revenues	\$ 153,058	\$ 16,579	\$ 17,743	\$ -	\$ 187,380
Income (loss) from operations	\$ 26,436	\$ 7,843	\$ 4,153	\$ (3,970)	\$ 34,462
Interest income, net					609
Income before provisions for income taxes and partner's interest					35,071
Provision for income taxes					10,118
Partner's interest in loss of subsidiary					-
Net income					\$ 24,953
<b>2005</b>					
Revenues	\$ 128,676	\$ 15,077	\$ 14,316	\$ -	\$ 158,069
Income (loss) from operations	\$ 21,303	\$ 7,276	\$ 2,518	\$ (974)	\$ 30,123
Interest income, net					918
Income before provisions for income taxes and partner's interest					31,041
Provision for income taxes					10,547
Partner's interest in loss of subsidiary					(110)
Net income					\$ 20,604

	For the Nine Months Ended September 30,				Consolidated Total
	CAG	Water	FDG	Other	
<b>2006</b>					
Revenues	\$ 449,324	\$ 43,732	\$ 53,852	\$ -	\$ 546,908
Income (loss) from operations	\$ 78,541	\$ 19,482	\$ 12,565	\$ (12,125)	\$ 98,463
Interest income, net					1,972
Income before provisions for income taxes and partner's interest					100,435
Provision for income taxes					31,581
Partner's interest in loss of subsidiary					(152)
Net income					\$ 69,006
<b>2005</b>					
Revenues	\$ 384,888	\$ 42,154	\$ 44,083	\$ -	\$ 471,125
Income (loss) from operations	\$ 61,602	\$ 19,320	\$ 6,856	\$ (2,631)	\$ 85,147
Interest income, net					2,292
Income before provisions for income taxes and partner's interest					87,439
Provision for income taxes					29,533
Partner's interest in loss of subsidiary					(321)
Net income					\$ 58,227

Revenues by product and service categories were as follows (*in thousands*):

	For the Three Months Ended		For the Nine Months Ended	
	September 30,		September 30,	
	2006	2005	2006	2005
CAG revenue:				
Instruments and consumables	\$ 60,295	\$ 52,438	\$ 177,326	\$ 158,356
Rapid assay products	30,181	25,291	88,812	77,440
Laboratory and consulting services	47,893	39,987	139,287	116,898
Practice information management systems and digital radiography	10,287	7,166	30,764	21,826
Pharmaceutical products	4,402	3,794	13,135	10,368
Net CAG revenue	<u>153,058</u>	<u>128,676</u>	<u>449,324</u>	<u>384,888</u>
Net Water revenue	<u>16,579</u>	<u>15,077</u>	<u>43,732</u>	<u>42,154</u>
FDG revenue:				
Production animal products	13,907	10,558	42,310	32,376
Dairy testing products	3,836	3,758	11,542	11,707
Net FDG revenue	<u>17,743</u>	<u>14,316</u>	<u>53,852</u>	<u>44,083</u>
Net revenue	<u>\$ 187,380</u>	<u>\$ 158,069</u>	<u>\$ 546,908</u>	<u>\$ 471,125</u>

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This quarterly report on Form 10-Q includes or incorporates forward-looking statements about our business and expectations within the meaning of the Private Securities Litigation Reform Act of 1995, including statements relating to future revenue growth rates, demand for our products, realizability of assets, warranty expense, share-based compensation expense, and competition. You can generally identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. Words such as “expects,” “may,” “anticipates,” “intends,” “would,” “will,” “plans,” “believes,” “estimates,” “should,” and similar words and expressions are intended to help you identify forward-looking statements. These statements give our current expectations or forecasts of future events; are based on current estimates, projections, beliefs, and assumptions; and are not guarantees of future performance. Actual events or results may differ materially from those described in the forward-looking statements. These forward-looking statements involve a number of risks and uncertainties as more fully described under the heading “Part II, Item 1A. Risk Factors” in this Form 10-Q. The risks and uncertainties discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. In addition, any forward-looking statements represent our estimates only as of the day this Quarterly Report was first filed with the Securities and Exchange Commission and should not be relied upon as representing our estimates as of any subsequent date. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, even if our estimates or expectations change.

### ■ Business Overview

We operate primarily through three business segments: products and services for the veterinary market, which we refer to as our Companion Animal Group (“CAG”), water quality products (“Water”) and products for production animal health and dairy quality, which we refer to as the Food Diagnostics Group (“FDG”). CAG develops, designs, manufactures, and distributes products and performs services for veterinarians. CAG is comprised of the following product and service categories: instruments and consumables, rapid assays, reference laboratory and consulting services, practice information management systems and digital radiography, and pharmaceuticals. Water develops, designs, manufactures and distributes products to detect contaminants in water. FDG develops, designs, manufactures and distributes products to detect diseases in production animals and contaminants in dairy products. Other items that are not included in our reportable segments are comprised primarily of share-based compensation costs (effective January 1, 2006), corporate research and development expenses, interest income, and interest expense.

## ■ Critical Accounting Policies and Estimates

The critical accounting policies and the significant judgments and estimates used in the preparation of our condensed consolidated financial statements for the nine months ended September 30, 2006 are consistent with those discussed in our Annual Report on Form 10-K for the year ended December 31, 2005 in the section captioned “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates,” except as described below. Also, see Note 2 to the condensed consolidated financial statements for the period ended September 30, 2006 included in this Form 10-Q for additional discussion of share-based compensation costs.

We adopted the provisions of Statement of Financial Accounting Standards (“SFAS”) No. 123(R), “Share-Based Payment” (“SFAS No. 123(R)”) on January 1, 2006. SFAS No. 123(R) requires all share-based compensation to employees, including grants of stock options, to be valued at fair value on the date of grant, and to be expensed over the requisite service period (generally the vesting period). Prior to January 1, 2006, we measured costs related to employee share-based compensation plans in accordance with Accounting Principles Board Opinion No. 25, “Accounting for Stock Issued to Employees” (“APB No. 25”). Accordingly, no employee compensation cost was recognized for these plans during the nine months ended September 30, 2005.

Effective January 1, 2006, under the modified prospective method of transition, share-based compensation expense includes expense for unvested awards at December 31, 2005 and all awards granted subsequent to December 31, 2005. Share-based compensation expense for the unvested awards outstanding at December 31, 2005 is based on the grant-date fair value previously calculated in developing the pro forma disclosures in accordance with the provisions of SFAS No. 123, as Amended.

Beginning in 2006, we modified our share-based employee compensation programs to shift from the grant of stock options and employee stock purchase rights only to the grant of a mix of restricted stock units and stock options, along with employee stock purchase rights. There were no modifications to the terms of outstanding options during 2006 or 2005.

In connection with the adoption of SFAS No. 123(R), we adopted the straight-line method to prospectively expense share-based awards granted subsequent to December 31, 2005. The graded-vesting, or accelerated, method has been used to calculate the expense for stock options granted prior to January 1, 2006. If the total fair value of share-based compensation awards, as well as other features that impact expense, including forfeitures and capitalization of costs, was consistent from year-to-year in each of the last five years and through 2010, this change in expense method from graded-vesting to straight-line expensing would yield decreasing annual expense through 2010 until awards granted prior to January 1, 2006 were fully expensed. However, the total fair value of future awards may vary significantly from past awards based on a number of factors, including our share-based award practices. Therefore, share-based compensation expense is likely to fluctuate, possibly significantly, from year to year.

Selected financial impacts of share-based compensation, excluding the impact of deferred stock units issued under our Director Deferred Compensation Plan or our Executive Deferred Compensation Plan that do not have vesting conditions (which are described in Note 2 to the condensed consolidated financial statements included in this Form 10-Q), are presented in the table below (*in thousands, except per share amounts*):

	<b>For the Three Months Ended September 30, 2006</b>	<b>For the Nine Months Ended September 30, 2006</b>
Share-based compensation expense included in cost of revenue	\$ 423	\$ 1,222
Share-based compensation expense included in operating expense	2,116	6,782
Total share-based compensation expense	2,539	8,004
Income tax benefit in net income for share-based compensation expense	(412)	(1,360)
Income tax benefit in net income for employees' disqualifying dispositions of shares acquired through the exercise of stock options and employee stock purchase rights	(16)	(41)
Total income tax benefit	(428)	(1,401)
Net impact of share-based compensation on net income	<u>\$ 2,111</u>	<u>\$ 6,603</u>
Net impact of share-based compensation on:		
Earnings per share, basic	\$ 0.07	\$ 0.21
Earnings per share, diluted	0.06	0.20

Share-based compensation costs are classified in costs of sales and operating expenses consistently with the classification of cash compensation paid to the employees receiving such share-based compensation. Capitalized share-based employee compensation cost at September 30, 2006 was \$0.2 million, which was included in inventory on the consolidated balance sheet.

The fair value of options, restricted stock units, deferred stock units with vesting conditions, and employee stock purchase rights awarded during the three months ended September 30, 2006 and 2005 totaled \$0.6 million and \$0.1 million, respectively. The fair value of options, restricted stock units, deferred stock units with vesting conditions, and employee stock purchase rights awarded during the nine months ended September 30, 2006 and 2005 totaled \$11.6 million and \$15.7 million, respectively. The largest portion of our planned annual share-based compensation awards were granted during the first three months of the year in 2006 and 2005. The total unrecognized compensation cost for unvested share-based compensation awards outstanding at September 30, 2006, net of estimated forfeitures, was \$17.5 million. Approximately \$2.5 million is expected to be recognized in the three months ending December 31, 2006 and decreasing amounts of the total expense are expected to be recognized over the subsequent five years, resulting in a weighted average remaining expense recognition period of approximately 1.7 years.

We use the Black-Scholes-Merton option-pricing model to determine the fair value of options granted. Option-pricing models require the input of highly subjective assumptions, particularly for the expected stock price volatility and the expected term of options. Changes in the subjective input assumptions can materially affect the fair value estimate. Our expected stock price volatility assumptions are based on the historical volatility of our stock over periods that are similar to the expected terms of grants, and other relevant factors. Lower estimated volatility reduces the fair value of an option. To develop the expected term assumption for 2006 option awards, we elected to use the simplified method described in the Securities and Exchange Commission Staff Accounting Bulletin No. 107, which is based on vesting and contractual terms. The application of the simplified method is allowable for options granted through December 31, 2007. We will transition to developing expected term assumptions for future awards based on historical experience and other relevant factors concerning expected employee behavior with regards to option exercise. Longer expected term assumptions increase the fair value of option awards, and therefore increase the expense recognized per award.

The weighted average valuation assumptions used to determine the fair value of each option grant on the date of grant and the weighted average estimated fair values were as follows:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2006	2005	2006	2005
Expected stock price volatility	N/A	40.0 %	30.0 %	40.0 %
Expected term, in years	N/A	5.8	5.0	5.8
Risk-free interest rate	N/A	4.3 %	4.6 %	4.2 %

There were no options granted during the three months ended September 30, 2006.

Share-based compensation expense is based on the number of awards ultimately expected to vest and is, therefore, reduced for an estimate of the number of awards that are expected to be forfeited. The forfeiture estimate is based on historical data and other factors, and compensation expense is adjusted for actual results. Changes in estimated forfeiture rates and differences between estimated forfeiture rates and actual experience may result in significant, unanticipated increases or decreases in share-based compensation expense from period to period. The termination of employment by certain employees who hold large numbers of share-based compensation instruments may also have a significant, unanticipated impact on forfeiture experience and, therefore, on share-based compensation expense.

When disqualifying dispositions of incentive stock options occur, the tax benefit related to the option fair value is recognized as either a reduction of the current period tax provision or an increase in additional paid-in capital, as required by SFAS No. 123(R) transitional accounting rules, and depending on the vesting status of awards at the SFAS No. 123(R) adoption date, and the amounts previously expensed under SFAS No. 123(R). Employees' exercise of vested options and disposition of shares acquired is influenced by the market price of the common stock and other factors outside of our control. The timing and volume of disqualifying dispositions; the vesting status of such exercised options at the date of our adoption of SFAS No. 123(R); and the relationship between the sale price of the common stock, the option exercise price and the option fair value may have a significant, unpredictable impact on our effective tax rate. As the aggregate fair value of outstanding options that has been expensed under SFAS No. 123(R) grows, we expect to recognize increasing tax benefits in net income related to disqualifying dispositions. However, the growth of the aggregate fair value of outstanding options that has been expensed under SFAS No. 123(R) will be limited in future years as a result of changes implemented in 2006 in our share-based compensation programs, under which we have shifted from the grant of stock options only to the grant of a mix of stock options and restricted stock unit awards that have a lower aggregate fair value than was awarded in prior years. Reductions in the fair value of options outstanding are expected to reduce the variability in our effective tax rate.

## ■ Results of Operations

### Three Months Ended September 30, 2006 Compared to Three Months Ended September 30, 2005

#### Revenue

**Total Company.** Revenue increased \$29.3 million, or 19%, to \$187.4 million from \$158.1 million for the same period of the prior year. The following table presents revenue by operating segment:

Net Revenue (in thousands)	For the Three Months Ended September 30,		Dollar Change	Percentage Change	Percentage Change from Currency <sup>(1)</sup>	Percentage Change Net of Currency Effect
	2006	2005				
CAG	\$ 153,058	\$ 128,676	\$ 24,382	18.9 %	1.0 %	17.9 %
Water	16,579	15,077	1,502	10.0 %	1.8 %	8.2 %
FDG	17,743	14,316	3,427	23.9 %	2.8 %	21.1 %
Total Company	<u>\$ 187,380</u>	<u>\$ 158,069</u>	<u>\$ 29,311</u>	18.5 %	1.2 %	17.3 %

<sup>(1)</sup> Represents the percentage change in revenue attributed to the effect of changes in currency rates from the quarter ended September 30, 2005 to the quarter ended September 30, 2006.

**Companion Animal Group.** Revenue for CAG increased \$24.4 million, or 19%, to \$153.1 million from \$128.7 million for the same period of the prior year. Businesses acquired since July 2005, consisting primarily of veterinary reference laboratories, a digital radiography business, and intellectual property and distribution rights of a veterinary diagnostics business, contributed 3% to CAG revenue growth. The following table presents revenue by product and service categories for CAG:

<b>For the Three Months Ended September 30,</b>						
<b>Net Revenue (in thousands)</b>	<b>2006</b>	<b>2005</b>	<b>Dollar Change</b>	<b>Percentage Change</b>	<b>Percentage Change from Currency <sup>(1)</sup></b>	<b>Percentage Change Net of Currency Effect</b>
Instruments and consumables	\$ 60,295	\$ 52,438	\$ 7,857	15.0%	1.5%	13.5%
Rapid assay products	30,181	25,291	4,890	19.3%	0.2%	19.1%
Laboratory and consulting services	47,893	39,987	7,906	19.8%	1.1%	18.7%
Practice information management systems and digital radiography	10,287	7,166	3,121	43.6%	1.0%	42.6%
Pharmaceutical products	4,402	3,794	608	16.0%	-	16.0%
Net CAG revenue	<u>\$ 153,058</u>	<u>\$ 128,676</u>	<u>\$ 24,382</u>	18.9%	1.0%	17.9%

<sup>(1)</sup> Represents the percentage change in revenue attributed to the effect of changes in currency rates from the quarter ended September 30, 2005 to the quarter ended September 30, 2006.

The following revenue analysis reflects the results of operations net of the impact of currency exchange rates on sales outside the U.S.

Because our instrument consumables, rapid assay products, and pharmaceutical products are sold in the U.S. and certain other geographies by distributors, distributor purchasing dynamics have an impact on our reported sales of these products. Distributors purchase products from us and sell them to veterinary practices, who are the end users. Distributor purchasing dynamics may be affected by many factors and may be unrelated to underlying end-user demand for our products. As a result, fluctuations in distributors' inventories may cause reported results in a period not to be representative of underlying end-user demand. Therefore, we believe it is important to track distributor sales to end users and to distinguish between the impact of end-user demand and the impact of distributor purchasing dynamics on reported revenue growth.

Where growth rates are affected by changes in end-user demand, we refer to the impact of practice-level sales on growth. Where growth rates are affected by distributor purchasing dynamics, we refer to the impact of changes in distributors' inventories. If during the comparable period of the prior year, distributors' inventories grew by more than those inventories grew in the current year, then changes in distributors' inventories have a negative impact on our reported sales growth in the current period. Conversely, if during the comparable period of the prior year, distributors' inventories grew by less than those inventories grew in the current year, then distributors' inventories have a positive impact on our reported sales growth in the current period.

The increase in sales of instruments and consumables was due mainly to higher unit sales volume. Higher consumables sales volumes were attributable primarily to higher worldwide practice-level sales of slides used with our chemistry analyzers, with all consumables categories benefiting from the continued growth of our installed base of instruments. Increased instrument sales volume resulted mainly from sales of LaserCyte<sup>®</sup> Hematology Analyzers and, to a lesser extent, VetStat<sup>™</sup> Electrolyte and Blood Gas Analyzers. To a lesser extent, higher average unit sales prices for slides also contributed to increased revenue. The impact from changes in distributors' inventory levels increased reported revenue growth of instruments and consumables by 2%.

The increase in practice-level sales of rapid assay products was due primarily to increased sales volume of canine products and, to a lesser extent, higher average unit sales prices of canine products and incremental sales arising from distribution rights acquired during the second quarter of 2006. Higher average unit sales prices of canine products resulted, in part, from less promotional discounting and from higher relative sales of combination test products. The impact from changes in distributors' inventory levels increased reported rapid assay revenue growth by 10% and we therefore do not interpret the reported growth of rapid assay sales during the period to be indicative of the underlying demand for the products.

The increase in sales of laboratory and consulting services resulted primarily from higher testing volume and, to a lesser extent, the impact of price increases and incremental sales attributable to acquisitions since July 2005. Acquired businesses contributed approximately 4% to laboratory and consulting services revenue growth during the period.

The increase in sales of practice information management systems and digital radiography resulted primarily from an increase in the number of digital radiography systems sold. Digital radiography sales volume growth was due primarily to sales attributable to a business acquired in the third quarter of 2005, which contributed approximately 22% to practice information management systems and digital radiography revenue growth, and to sales of the IDEXX-DR™ 1417 Digital Radiography System, which became commercially available during the third quarter of 2006. To a lesser extent, revenue growth was also due to higher average sales prices that resulted from the impact of price increases for support services for our practice information management systems.

The increase in sales of pharmaceutical products resulted primarily from increased practice-level demand and price increases, largely for PZI VET®, our insulin product for the treatment of diabetic cats.

**Water.** Revenue for Water increased \$1.5 million, or 10%, to \$16.6 million from \$15.1 million for the same period of the prior year. The increase resulted primarily from higher worldwide sales volume, partly offset by lower average unit sales prices attributable to both higher relative sales in geographies where products are sold at lower average unit sales prices and greater price competition in certain geographies. The favorable impact of currency exchange rates increased reported Water revenue growth by 2%.

**Food Diagnostics Group.** Revenue for FDG increased \$3.4 million, or 24%, to \$17.7 million from \$14.3 million for the same period of the prior year. The following table presents revenue by product and service categories for FDG:

For the Three Months Ended September 30,							
<u>Net Revenue (in thousands)</u>	<u>2006</u>	<u>2005</u>	<u>Dollar Change</u>	<u>Percentage Change</u>	<u>Percentage Change from Currency<sup>(1)</sup></u>	<u>Percentage Change Net of Currency Effect</u>	
Production animal products	\$ 13,907	\$ 10,558	\$ 3,349	31.7 %	3.3 %	28.4 %	
Dairy testing products	3,836	3,758	78	2.1 %	1.4 %	0.7 %	
Net FDG revenue	<u>\$ 17,743</u>	<u>\$ 14,316</u>	<u>\$ 3,427</u>	23.9 %	2.8 %	21.1 %	

<sup>(1)</sup> Represents the percentage change in revenue attributed to the effect of changes in currency rates from the quarter ended September 30, 2005 to the quarter ended September 30, 2006.

The following revenue analysis reflects the results of operations net of the impact of currency exchange rates on sales outside the U.S.

The increase in sales of production animal products resulted primarily from higher worldwide livestock diagnostics sales volume, including, notably, sales in Europe of our HerdChek® products that test for transmissible spongiform encephalopathies (“TSEs”).



## Gross Profit

**Total Company.** Gross profit increased \$16.9 million, or 21%, to \$98.2 million from \$81.3 million for the same period of the prior year. As a percentage of total revenue, gross profit increased to 52% from 51%.

Share-based compensation expense is not allocated to the reporting segments and therefore has been categorized as “other.” The following table presents gross profit and gross profit percentage by operating segment:

For the Three Months Ended September 30,						
Gross Profit (in thousands)	2006	Percent of Sales	2005	Percent of Sales	Dollar Change	Percentage Change
CAG	\$ 76,739	50.1 %	\$ 62,926	48.9 %	\$ 13,813	22.0 %
Water	11,026	66.5 %	10,226	67.8 %	800	7.8 %
FDG	10,856	61.2 %	8,177	57.1 %	2,679	32.8 %
Other	(422)	N/A	-	N/A	(422)	N/A
Total Company	<u>\$ 98,199</u>	<u>52.4 %</u>	<u>\$ 81,329</u>	<u>51.5 %</u>	<u>\$ 16,870</u>	<u>20.7 %</u>

**Companion Animal Group.** Gross profit for CAG increased \$13.8 million, or 22%, to \$76.7 million from \$62.9 million for the same period of the prior year due to increased sales volume across the CAG product and service categories and to an increase in the gross profit percentage to 50% from 49%. The gross profit percentage was favorably impacted by our lower cost of slides sold for use in VetTest<sup>®</sup> Chemistry Analyzers under the agreement with our supplier and by higher average sales prices. The increase in the gross margin percentage was partly offset by higher relative sales of lower margin products and services.

**Water.** Gross profit for Water increased \$0.8 million, or 8%, to \$11.0 million from \$10.2 million for the same period of the prior year due to increased sales volume, partly offset by a decrease in the gross profit percentage to 67% from 68%. The gross profit percentage was unfavorably impacted by higher manufacturing and purchased materials costs, higher costs for promotional product provided to customers in connection with the launch of a new product, and lower average unit sales prices. The decrease in the gross profit percentage was partly offset by the absence of certain discrete manufacturing and inventory costs that occurred in 2005.

**Food Diagnostics Group.** Gross profit for FDG increased \$2.7 million, or 33%, to \$10.9 million from \$8.2 million for the same period of the prior year due primarily to increased sales volume and, to a lesser extent, to an increase in the gross profit percentage to 61% from 57%. The gross profit percentage for the current period was favorably impacted by higher relative sales of higher margin products, lower net product costs, and the absence in 2006 of certain discrete costs that occurred in 2005. The discrete costs in 2005 comprised integration costs and purchase accounting impacts associated with an acquisition. The increase in the gross profit percentage was partly offset by lower average unit sales prices and by foreign exchange hedge contract losses, net of the favorable impact of foreign currency rates on sales denominated in those currencies.

## Operating Expenses and Operating Income

**Total Company.** Total operating expenses increased \$12.5 million to \$63.7 million from \$51.2 million for the same period of the prior year. As a percentage of revenue, operating expenses increased to 34% from 32%. The change in accounting for share-based compensation beginning January 1, 2006 resulted in an increase of \$2.1 million, or 4%, in total company operating expenses for the current period. Share-based compensation expense is not allocated to the reporting segments and therefore has been categorized as “other.”

Operating income increased \$4.3 million to \$34.5 million from \$30.1 million for the prior year. As a percentage of revenue, operating income decreased to 18% from 19%. The change in accounting for share-based compensation beginning January 1, 2006 had a negative impact of 1% on reported operating income as a percentage of total company revenue.

The following tables present operating expenses and operating income by operating segment:

**For the Three Months Ended September 30,**

<b>Operating Expenses</b> <i>(in thousands)</i>	<b>2006</b>	<b>Percent of Sales</b>	<b>2005</b>	<b>Percent of Sales</b>	<b>Dollar Change</b>	<b>Percentage Change</b>
CAG	\$ 50,303	32.8 %	\$ 41,623	32.3 %	\$ 8,680	20.9%
Water	3,183	19.2 %	2,950	19.6 %	233	7.9%
FDG	6,703	37.8 %	5,659	39.5 %	1,044	18.5%
Other	3,548	N/A	974	N/A	2,574	264.6%
Total Company	<u>\$ 63,737</u>	34.0 %	<u>\$ 51,206</u>	32.4 %	<u>\$ 12,531</u>	24.5%

<b>Operating Income</b> <i>(in thousands)</i>	<b>2006</b>	<b>Percent of Sales</b>	<b>2005</b>	<b>Percent of Sales</b>	<b>Dollar Change</b>	<b>Percentage Change</b>
CAG	\$ 26,436	17.3 %	\$ 21,303	16.6 %	\$ 5,133	24.1%
Water	7,843	47.3 %	7,276	48.3 %	567	7.8%
FDG	4,153	23.4 %	2,518	17.6 %	1,635	64.9%
Other	(3,970)	N/A	(974)	N/A	(2,996)	(308.0%)
Total Company	<u>\$ 34,462</u>	18.4 %	<u>\$ 30,123</u>	19.1 %	<u>\$ 4,339</u>	14.4%

**Companion Animal Group.** Operating expenses for CAG increased \$8.7 million, or 21%, to \$50.3 million from \$41.6 million for the same period of the prior year and, as a percentage of revenue, increased to 33% from 32%. The increase in operating expenses was attributable to an 18% (\$3.7 million) increase in sales and marketing expense, a 21% (\$2.8 million) increase in general and administrative expense, and a 28% (\$2.2 million) increase in research and development expense. The increase in sales and marketing expense resulted primarily from higher personnel-related costs due, in part, to expanded worldwide sales, marketing and customer service headcount and to higher sales commissions as a result of revenue performance. To a lesser extent, incremental expenses associated with businesses acquired since July 2005 also contributed to the increase in sales and marketing expense. The increase in general and administrative expense resulted primarily from higher spending on information technology and other general support functions. To a lesser extent, incremental expenses associated with businesses acquired since July 2005, including amortization expense for intangible assets acquired and incremental general and administrative expenses of a recurring nature to support the acquired businesses, also contributed to the increase in general and administrative expense. The increase in research and development expense resulted primarily from increased product development spending related mainly to IDEXX VetLab<sup>®</sup> instrumentation and, to a lesser extent, to rapid assay and digital radiography products.

**Water.** Operating expenses for Water increased \$0.2 million, or 8%, to \$3.2 million from \$3.0 million for the same period of the prior year and, as a percentage of revenue, decreased to 19% from 20%. The increase in operating expenses was attributable to a 12% (\$0.1 million) increase in general and administrative expense and a 7% (\$0.1 million) increase in sales and marketing expense. The increase in general and administrative expense resulted primarily from costs incurred to consolidate our office and production facilities based in the United Kingdom into a single facility and from higher spending on information technology and other general support functions. The increase in sales and marketing expense resulted primarily from higher personnel-related costs due, in part, to expanded headcount. There were no significant fluctuations in the nature and amounts of research and development expense.

**Food Diagnostics Group.** Operating expenses for FDG increased \$1.0 million, or 18%, to \$6.7 million from \$5.7 million for the same period of the prior year and, as a percentage of revenue, decreased to 38% from 40%. The increase in operating expenses was attributable to a 23% (\$0.5 million) increase in sales and marketing expense, a 21% (\$0.5 million) increase in general and administrative expense, and a 7% (\$0.1 million) increase in research and development expense. The increase in sales and marketing expense resulted primarily from higher personnel-related costs due, in part, to expanded headcount. The increase in general and administrative expense resulted primarily from higher spending on information technology and other general support functions. There were no significant fluctuations in the nature and amounts of research and development expense.

**Other.** Operating expenses, consisting primarily of the company-wide share-based compensation expense and corporate research and development, increased \$2.6 million, to \$3.5 million from \$1.0 million for the same period of the prior year. This increase is primarily due to the inclusion of share-based compensation expense of \$2.1 million in the current period due to the adoption of SFAS No. 123(R) on January 1, 2006. Corporate research and development expense grew mainly due to personnel additions in 2005 to support increased long-term product development activities.

### Interest Income and Interest Expense

Interest income was \$0.8 million for the three months ended September 30, 2006 compared to \$0.9 million for the three months ended September 30, 2005. The decrease in interest income was primarily due to lower invested cash balances, partly offset by higher effective interest rates.

Interest expense was \$0.2 million for the three months ended September 30, 2006 compared to less than \$0.1 million for the three months ended September 30, 2005. The increase in interest expense was primarily due to interest expense incurred on the mortgage assumed in connection with the Westbrook, Maine facility purchase in May 2006.

### Provision for Income Taxes

Our effective tax rate was 28.9% for the three months ended September 30, 2006, compared with 33.9% for the three months ended September 30, 2005. The decrease in our effective tax rate was due, in part, to a reduction in previously accrued taxes resulting from the expiration of various statutes of limitations during the quarter ended September 30, 2006. This decrease was partly offset by the nonrecognition, in the current period, of tax benefits on compensation expense for incentive stock options and employee stock purchase rights that were recognized in accordance with SFAS No. 123(R) effective January 1, 2006 and by the December 31, 2005 expiration of U.S. tax benefits related to research and development expense.

### Nine Months Ended September 30, 2006 Compared to Nine Months Ended September 30, 2005

#### Revenue

**Total Company.** Revenue increased \$75.8 million, or 16%, to \$546.9 million from \$471.1 million for the same period of the prior year. The following table presents revenue by operating segment:

For the Nine Months Ended September 30,						
Net Revenue (in thousands)	2006	2005	Dollar Change	Percentage Change	Percentage Change from Currency <sup>(1)</sup>	Percentage Change Net of Currency Effect
CAG	\$ 449,324	\$ 384,888	\$ 64,436	16.7%	(0.4%)	17.1%
Water	43,732	42,154	1,578	3.7%	-%	3.7%
FDG	53,852	44,083	9,769	22.2%	(1.3%)	23.5%
Total Company	<u>\$ 546,908</u>	<u>\$ 471,125</u>	<u>\$ 75,783</u>	16.1%	(0.4%)	16.5%

<sup>(1)</sup> Represents the percentage change in revenue attributed to the effect of changes in currency rates from the nine months ended September 30, 2005 to the nine months ended September 30, 2006.

**Companion Animal Group.** Revenue for CAG increased \$64.4 million, or 17%, to \$449.3 million from \$384.9 million for the same period of the prior year. Businesses acquired since January 2005, consisting primarily of veterinary reference laboratories, a digital radiography business, and intellectual property and distribution rights of a veterinary diagnostics business, contributed 2% to CAG revenue growth. The following table presents revenue by product and service categories for CAG:

<b>For the Nine Months Ended September 30,</b>						
<b>Net Revenue (in thousands)</b>	<b>2006</b>	<b>2005</b>	<b>Dollar Change</b>	<b>Percentage Change</b>	<b>Percentage Change from Currency <sup>(1)</sup></b>	<b>Percentage Change Net of Currency Effect</b>
Instruments and consumables	\$ 177,326	\$ 158,356	\$ 18,970	12.0 %	(0.4 %)	12.4 %
Rapid assay products	88,812	77,440	11,372	14.7 %	(0.2 %)	14.9 %
Laboratory and consulting services	139,287	116,898	22,389	19.2 %	(0.6 %)	19.8 %
Practice information management systems and digital radiography	30,764	21,826	8,938	41.0 %	0.8 %	40.2 %
Pharmaceutical products	13,135	10,368	2,767	26.7 %	-	26.7 %
Net CAG revenue	<u>\$ 449,324</u>	<u>\$ 384,888</u>	<u>\$ 64,436</u>	16.7 %	(0.4 %)	17.1 %

<sup>(1)</sup> Represents the percentage change in revenue attributed to the effect of changes in currency rates from the nine months ended September 30, 2005 to the nine months ended September 30, 2006.

The following revenue analysis reflects the results of operations net of the impact of currency exchange rates on sales outside the U.S.

The increase in sales of instruments and consumables was due mainly to higher unit sales volume of both instruments and of consumables and, to a lesser extent, to higher average unit sales prices for slides. Higher consumables sales volumes were attributable primarily to higher worldwide practice-level sales of slides used with our chemistry analyzers and, to a lesser extent, to increased U.S. practice-level sales of tubes used with our hematology analyzers, with all consumables categories benefiting from the continued growth of our installed base of instruments. Higher instrument sales volume resulted mainly from sales of VetStat™ Electrolyte and Blood Gas Analyzers and, to a lesser extent, LaserCyte® Hematology Analyzers and SNAP® Readers. The impact from changes in distributors' inventory levels had no significant impact on reported revenue growth of instruments and consumables.

The increase in practice-level sales of rapid assay products was due primarily to increased sales volume of canine products. To a lesser extent, higher average unit sales prices of canine products, in part due to less promotional discounting and higher relative sales of combination test products, also contributed to rapid assay revenue growth. These increases were partly offset by lower average unit sales prices of feline products, in part due to greater promotional discounting. The impact from changes in distributors' inventory levels increased reported rapid assay revenue growth by 2%.

The increase in sales of laboratory and consulting services resulted primarily from higher testing volume and, to a lesser extent, the impact of price increases and incremental sales attributable to acquisitions since January 2005. Businesses acquired since January 2005 contributed approximately 4% to laboratory and consulting services revenue growth during the period.

The increase in sales of practice information management systems and digital radiography resulted primarily from an increase in the number of digital radiography systems sold. Digital radiography sales volume growth was due primarily to sales attributable to a business acquired in the third quarter of 2005, which contributed approximately 16% to practice information management systems and digital radiography revenue growth, and to sales of the IDEXX-DR™ 1417 Digital Radiography System, which became commercially available during the third quarter of 2006. To a lesser extent, revenue growth was also due to higher sales of computer hardware to practice information management systems customers and a shift in sales mix to larger practice information management systems, as well as the impact of price increases for support services for our practice information management systems.

The increase in sales of pharmaceutical products resulted primarily from increased practice-level demand and, to a lesser extent, from price increases, both impacts related largely to PZI VET®, our insulin product for the treatment of diabetic cats.

In December 2005, we received a letter from the U.S. Food and Drug Administration (“FDA”) stating that our new animal drug application (“NADA”) for our long-acting feline antibiotic was incomplete. After conducting a series of studies to address the issues raised by the FDA in this letter, we have decided not to continue to seek FDA approval for this NADA. We do not believe that our failure to obtain this approval will have a material effect on our results of operations. We have tested the goodwill attributable to our pharmaceutical business unit for impairment as of June 30, 2006 and, based on the future projections for this business including the continued prospects for applications of our proprietary delivery technologies, determined that there is no impairment of the associated goodwill.

**Water.** Revenue for Water increased \$1.6 million, or 4%, to \$43.7 million from \$42.2 million for the same period of the prior year. The increase resulted primarily from higher sales volume in the Americas and Europe. Changes in currency exchange rates did not have a significant impact on Water revenue growth.

**Food Diagnostics Group.** Revenue for FDG increased \$9.8 million, or 22%, to \$53.9 million from \$44.1 million for the same period of the prior year. The following table presents revenue by product and service categories for FDG:

<b>For the Nine Months Ended September 30,</b>						
<b>Net Revenue (in thousands)</b>	<b>2006</b>	<b>2005</b>	<b>Dollar Change</b>	<b>Percentage Change</b>	<b>Percentage Change from Currency <sup>(1)</sup></b>	<b>Percentage Change Net of Currency Effect</b>
Production animal products	\$ 42,310	\$ 32,376	\$ 9,934	30.7 %	(1.4 %)	32.1 %
Dairy testing products	11,542	11,707	(165)	(1.4 %)	(1.1 %)	(0.3 %)
Net FDG revenue	<u>\$ 53,852</u>	<u>\$ 44,083</u>	<u>\$ 9,769</u>	22.2 %	(1.3 %)	23.5 %

<sup>(1)</sup> Represents the percentage change in revenue attributed to the effect of changes in currency rates from the nine months ended September 30, 2005 to the nine months ended September 30, 2006.

The following revenue analysis reflects the results of operations net of the impact of currency exchange rates on sales outside the U.S.

The increase in sales of production animal products resulted primarily from higher worldwide livestock diagnostics sales volume. To a lesser extent, higher relative sales in geographies where products are sold at higher unit prices and increased average unit sales prices in certain geographies also contributed to production animal products revenue growth. Sales of our HerdChek<sup>®</sup> TSE test products in Europe contributed significantly to the increased sales volume of livestock diagnostics.

The decrease in sales of dairy testing products resulted primarily from the divestiture of the Parallax<sup>™</sup> product line in 2005. To a lesser extent, higher relative sales in geographies where products are sold at lower unit prices and decreased average unit sales prices in certain geographies also contributed to the decrease in dairy testing products revenue. These decreases in dairy testing products revenue were partly offset by higher unit sales in Asia Pacific and Europe.

## Gross Profit

**Total Company.** Gross profit increased \$45.3 million, or 19%, to \$283.3 million from \$238.0 million for the same period of the prior year. As a percentage of total revenue, gross profit increased to 52% from 51%.

Share-based compensation expense is not allocated to the reporting segments and therefore has been categorized as “other.” The following table presents gross profit and gross profit percentage by operating segment:

For the Nine Months Ended September 30,						
Gross Profit (in thousands)	2006	Percent of Sales	2005	Percent of Sales	Dollar Change	Percentage Change
CAG	\$ 223,475	49.7 %	\$ 185,014	48.1 %	\$ 38,461	20.8 %
Water	28,853	66.0 %	28,325	67.2 %	528	1.9 %
FDG	32,153	59.7 %	24,645	55.9 %	7,508	30.5 %
Other	(1,221)	N/A	-	N/A	(1,221)	N/A
Total Company	<u>\$ 283,260</u>	51.8 %	<u>\$ 237,984</u>	50.5 %	<u>\$ 45,276</u>	19.0 %

**Companion Animal Group.** Gross profit for CAG increased \$38.5 million, or 21%, to \$223.5 million from \$185.0 million for the same period of the prior year due primarily to increased sales volume across the CAG product and service categories and, to a lesser extent, to an increase in the gross profit percentage to 50% from 48%. The increase in the gross profit percentage was largely due to higher average selling prices and lower cost of slides that are sold for use in VetTest<sup>®</sup> Chemistry Analyzers under the agreement with our supplier. The increase in the gross profit percentage was partly offset by greater relative sales of lower margin products and services.

**Water.** Gross profit for Water increased \$0.5 million, or 2%, to \$28.9 million from \$28.3 million for the same period of the prior year due to higher sales volume, partly offset by a decrease in the gross profit percentage to 66% from 67%. The gross profit percentage was unfavorably impacted by higher costs for promotional product provided to customers in connection with the launch of a new product in the second quarter of 2006, increased freight and distribution costs, and higher relative sales of lower margin products.

**Food Diagnostics Group.** Gross profit for FDG increased \$7.5 million, or 30%, to \$32.2 million from \$24.6 million for the same period of the prior year due primarily to increased sales volume and, to a lesser extent, to an increase in the gross profit percentage to 60% from 56%. The gross profit percentage was favorably impacted by higher relative sales of higher margin livestock products. To a lesser extent, the gross profit percentage was also favorably impacted by lower net product costs for dairy testing products due to fixed costs spread over higher production volume, the absence in 2006 of certain discrete costs that occurred in 2005, and higher average unit sales prices. The discrete costs in 2005 comprised integration costs and purchase accounting impacts associated with an acquisition in December 2004. The increase in the gross margin percentage was partly offset by the unfavorable impact of foreign currency rates on sales denominated in those currencies, including foreign exchange hedge contract losses.

## Operating Expenses and Operating Income

**Total Company.** Total operating expenses increased \$32.0 million to \$184.8 million from \$152.8 million for the same period of the prior year. As a percentage of revenue, operating expenses increased to 34% from 32%. The change in accounting for share-based compensation beginning January 1, 2006 resulted in an increase of \$6.8 million, or 4%, in total company operating expenses for the current period. Share-based compensation expense is not allocated to the reporting segments and therefore has been categorized as “other.”

Operating income increased \$13.3 million to \$98.5 million from \$85.1 million for the prior year. As a percentage of revenue, operating income was approximately constant at 18%. The change in accounting for share-based compensation beginning January 1, 2006 had a negative impact of 1% on reported operating income as a percentage of total company revenue.

The following tables present operating expenses and operating income by operating segment:

**For the Nine Months Ended September 30,**

<u>Operating Expenses</u> <i>(in thousands)</i>	<u>2006</u>	<u>Percent of</u> <u>Sales</u>	<u>2005</u>	<u>Percent of</u> <u>Sales</u>	<u>Dollar</u> <u>Change</u>	<u>Percentage</u> <u>Change</u>
CAG	\$ 144,934	32.2 %	\$ 123,412	32.1 %	\$ 21,522	17.4 %
Water	9,371	21.4 %	9,005	21.4 %	366	4.1 %
FDG	19,588	36.4 %	17,789	40.4 %	1,799	10.1 %
Other	10,904	N/A	2,631	N/A	8,273	314.4 %
Total Company	<u>\$ 184,797</u>	33.8 %	<u>\$ 152,837</u>	32.4 %	<u>\$ 31,960</u>	20.9 %

<u>Operating Income</u> <i>(in thousands)</i>	<u>2006</u>	<u>Percent of</u> <u>Sales</u>	<u>2005</u>	<u>Percent of</u> <u>Sales</u>	<u>Dollar</u> <u>Change</u>	<u>Percentage</u> <u>Change</u>
CAG	\$ 78,541	17.5 %	\$ 61,602	16.0 %	\$ 16,939	27.5 %
Water	19,482	44.5 %	19,320	45.8 %	162	0.8 %
FDG	12,565	23.3 %	6,856	15.6 %	5,709	83.3 %
Other	(12,125)	N/A	(2,631)	N/A	(9,494)	(360.9 %)
Total Company	<u>\$ 98,463</u>	18.0 %	<u>\$ 85,147</u>	18.1 %	<u>\$ 13,316</u>	15.6 %

**Companion Animal Group.** Operating expenses for CAG increased \$21.5 million, or 17%, to \$144.9 million from \$123.4 million for the same period of the prior year. As a percentage of revenue, CAG operating expenses were constant at 32%. The increase in operating expenses was attributable to a 20% (\$7.5 million) increase in general and administrative expense, a 12% (\$7.4 million) increase in sales and marketing expense, and a 30% (\$6.6 million) increase in research and development expense. The increase in general and administrative expense resulted primarily from higher spending on information technology and other general support functions. To a lesser extent, incremental expenses associated with businesses acquired since January 2005, comprised mainly of amortization expense for intangible assets acquired and general and administrative expenses of a recurring nature to support the acquired businesses, and higher bad debt expense also contributed to the increase in general and administrative expense. Increases in general and administrative expenses were partly offset by the favorable impact of foreign currency transaction gains in 2006 compared to foreign currency transaction losses in 2005. The increase in sales and marketing expense resulted primarily from higher personnel-related costs due, in part, to expanded worldwide sales, marketing and customer service headcount and to higher sales commissions as a result of revenue performance. To a lesser extent, incremental expenses associated with businesses acquired since July 2005 also contributed to the increase in sales and marketing expense. Increases in sales and marketing expense were partly offset by the favorable impact of changes in exchange rates on foreign currency denominated expenses. The increase in research and development expense resulted primarily from increased product development spending related primarily to IDEXX VetLab<sup>®</sup> instrumentation and, to a lesser extent, rapid assay, digital radiography and practice information management systems products.

**Water.** Operating expenses for Water increased \$0.4 million, or 4%, to \$9.4 million from \$9.0 million for the same period of the prior year. As a percentage of revenue, Water operating expenses were constant at 21%. The increase was attributable primarily to an 8% (\$0.3 million) increase in general and administrative expense and a 3% (\$0.1 million) increase in sales and marketing expense. The increase in general and administrative expense resulted primarily from higher spending on information technology and other corporate functions; costs incurred to consolidate our office and production facilities based in the United Kingdom into a single facility; higher compensation; and higher bad debt expense. Increases in general and administrative expenses were partly offset by the favorable impact of changes in exchange rates on foreign currency denominated expenses. The increase in sales and marketing expense resulted primarily from higher personnel-related costs due, in part, to expanded headcount. There were no significant fluctuations in the nature and amounts of research and development expense.

**Food Diagnostics Group.** Operating expenses for FDG increased \$1.8 million, or 10%, to \$19.6 million from \$17.8 million for the same period of the prior year and, as a percentage of revenue, decreased to 36% from 40%. The increase in operating expenses was attributable to a 17% (\$1.1 million) increase in general and administrative expense and an 11% (\$0.7 million) increase in sales and marketing expense, partly offset by a 2% (\$0.1 million) decrease in research and development expense. The increase in general and administrative expense resulted primarily from higher spending on information technology and other general support functions, partly offset by the favorable impact of changes in exchange rates on foreign currency denominated expenses. The increase in

sales and marketing expense resulted primarily from higher personnel-related costs due, in part, to expanded headcount. The decrease in research and development expense resulted primarily from the consolidation of our European production animal business, including research and development activities, during the second half of 2005.

**Other.** Operating expenses, consisting primarily of the company-wide share-based compensation expense and corporate research and development, increased \$8.3 million to \$10.9 million from \$2.6 million for the same period of the prior year. This increase is primarily due to the inclusion of share-based compensation expense of \$6.8 million in the current period due to the adoption of SFAS No. 123(R) on January 1, 2006. Corporate research and development expense grew mainly due to personnel additions in 2005 to support increased long-term product development activities.

### **Interest Income and Interest Expense**

Interest income was \$2.3 million for the nine months ended September 30, 2006 and September 30, 2005. The decrease in interest income due to lower invested cash balances was substantially offset by higher effective interest rates.

Interest expense was \$0.3 million for the nine months ended September 30, 2006 compared to less than \$0.1 million for the nine months ended September 30, 2005. The increase in interest expense was primarily due to interest expense incurred on the mortgage assumed in connection with the Westbrook, Maine facility purchase in May 2006.

### **Provision for Income Taxes**

Our effective tax rate was 31.4% for the nine months ended September 30, 2006, compared with 33.7% for the nine months ended September 30, 2005. The decrease in our effective tax rate was due, in part, to a reduction in previously accrued taxes resulting from the expiration of various statutes of limitations. These rate-reducing adjustments were partly offset by the nonrecognition, in the current period, of tax benefits on compensation expense for incentive stock options and employee stock purchase rights that were recognized in accordance with SFAS No. 123(R) effective January 1, 2006; a reduction of previously recorded international deferred tax liabilities as a result of obtaining certain tax incentives; the release of a valuation allowance on international deferred tax assets as a result of a subsidiary demonstrating consistent sustained profitability; and the December 31, 2005 expiration of U.S. tax benefits related to research and development expense.

### **■ Recent Accounting Pronouncements**

A discussion of recent accounting pronouncements is included in Note 2(p) to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2005 and in Note 1 to the condensed consolidated financial statements included in this Form 10-Q.

### **■ Liquidity and Capital Resources**

#### **Liquidity**

We fund the capital needs of our business through cash generated from operations. At September 30, 2006 and December 31, 2005, we had \$94.6 million and \$132.7 million of cash and cash equivalents and short-term investments, respectively, and working capital of \$175.2 million and \$192.7 million, respectively.

We consider the operating earnings of non-United States subsidiaries to be indefinitely invested outside the U.S. Changes to this policy could have adverse tax consequences. Subject to this policy, we manage our worldwide cash requirements considering available funds among all of our subsidiaries. Foreign cash balances are generally available without legal restrictions to fund ordinary business operations outside the U.S.

We believe that current cash and cash equivalents, short-term investments and funds generated from operations will be sufficient to fund our operations, capital purchase requirements, and strategic organic growth needs.



## Sources and Uses of Cash

Cash provided by operating activities was \$71.4 million for the nine months ended September 30, 2006, compared to \$76.5 million for the same period in 2005. The total of net income and net noncash charges was \$86.5 million for the nine months ended September 30, 2006, compared to \$80.2 million for the same period of the prior year. Reported cash flows from operations were negatively impacted by a change in accounting for the tax benefits from exercises of stock options and disqualifying dispositions of shares acquired in connection with our adoption of SFAS No. 123(R) on January 1, 2006, which reduced reported cash flows from operations by \$8.7 million for the nine months ended September 30, 2006. For the nine months ended September 30, 2006, the tax benefit on exercises of stock options and disqualifying dispositions of shares was classified as a cash flow from financing activities, whereas the benefit was classified as a cash flow from operating activities in prior years.

During the nine months ended September 30, 2006, cash decreased \$15.1 million due to changes in operating assets and liabilities, compared to a decrease of \$3.7 million for the same period in 2005, resulting in a year-to-year change of \$11.4 million. The increase in cash used by changes in operating assets and liabilities, compared to the same period in 2005, was primarily attributable to \$19.8 million of incremental cash used to purchase inventory, partly offset by \$10.3 million of additional cash provided by an increase in accrued liabilities during the nine months ended September 30, 2006. The greater incremental increase in inventories was largely due to the timing of VetTest<sup>®</sup> slide purchases in the first quarter of 2006. Our supplier deferred certain shipments to us of VetTest<sup>®</sup> slides from the fourth quarter of 2005 to the first quarter of 2006. In addition, we increased instruments and consumables inventory levels during the third quarter of 2006 in preparation for a supplier's production facility transition and for anticipated sales volume increases, as well as to ensure adequate supply of a component that is being discontinued by the manufacturer. The reported increase in cash provided by changes in accrued liabilities, compared to the same period in 2005, was primarily attributable to the change in the presentation of tax benefits, noted above, of \$8.7 million from exercises of stock options and disqualifying dispositions of shares acquired.

Cash of \$21.7 million was used by investing activities for the nine months ended September 30, 2006, compared to cash provided of \$12.2 million during the same period in 2005. The decrease in cash provided by investing activities for 2006, compared to the same period in 2005, was primarily due to lower net proceeds from net sales and maturities of short- and long-term investments of \$14.1 million and to the cash payment of \$11.5 million for the purchase of land and buildings in 2006. Additionally, during the nine months ended September 30, 2006, we incurred incremental payments of \$3.0 million to acquire intangible assets and businesses and \$5.0 million to purchase property and equipment, compared to the same period of 2005.

We paid cash of \$11.5 million to purchase our Westbrook, Maine headquarters facility, \$21.5 million to purchase other fixed assets and \$1.4 million to acquire rental instruments sold under recourse during the nine months ended September 30, 2006. We anticipate total capital expenditures in 2006 of \$55 to \$60 million, including capital expenditures associated with the purchase of our Westbrook, Maine facility. We are considering plans to utilize the portion of the Westbrook, Maine facility that we did not previously occupy and to renovate our existing headquarters space. We preliminarily project capital spending of approximately \$50 million during 2007 through 2008 to accomplish this facility project.

The board of directors has authorized the repurchase of up to 16,000,000 shares of our common stock in the open market or in negotiated transactions. At September 30, 2006, we had 857,000 shares remaining under our share repurchase authorization. See Note 11 to the condensed consolidated statements included in this Form 10-Q for additional information about our share repurchases.

## Other Commitments, Contingencies and Guarantees

Significant commitments, contingencies and guarantees at September 30, 2006 are consistent with those discussed in our Annual Report on Form 10-K for the year ended December 31, 2005 in the section captioned "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources," and in Note 11 to the consolidated financial statements, except as described below.

In connection with our acquisition of our Westbrook, Maine facility in May 2006, we assumed a mortgage that is payable in equal monthly installments of approximately \$0.1 million through May 1, 2015. Annual mortgage principal payments as of September 30, 2006, based on the fair market value of the mortgage at the assumption date, are as follows (*in thousands*):

<u>Years Ending December 31,</u>	<u>Amount</u>
2006	\$ 109
2007	675
2008	717
2009	762
2010	809
Thereafter	4,218
	<u>\$ 7,290</u>

The purchase of our Westbrook, Maine facility relieved us from associated future lease commitments. This transaction, partly offset by other transactions whereby we entered into facility lease agreements in the normal course of business, resulted in net reductions to the minimum annual rental obligations disclosed in our Annual Report on Form 10-K for the year ended December 31, 2005 in Note 11 to the consolidated financial statements of approximately \$0.5 million in 2007 and in 2008, \$0.6 million in 2009, and \$1.4 million in 2010.

In connection with the acquisitions of certain businesses and intangible assets, we have commitments outstanding at September 30, 2006 to make additional purchase price payments of up to \$4.6 million, of which \$2.6 million is contingent on the achievement by certain acquired businesses and sellers of specified milestones. In connection with the acquisitions of certain businesses and intangible assets during the nine months ended September 30, 2006, we also assumed other long-term liabilities of \$1.6 million.

We previously had a 40% equity interest in a joint venture to market production animal diagnostic products in China. In April 2006, we paid \$0.6 million to acquire an additional 55% equity interest in the joint venture from our partner. We also committed to pay an additional \$0.2 million over two years in consideration for the additional equity. In addition, the joint venture entered into a contract with the joint venture partner where the partner will provide promotional and agency services and will receive sales commissions at rates escalating from 2.5% to 8.5% annually based on sales volume.

During the nine months ended September 30, 2006, we incurred additional commitments to a supplier to purchase approximately \$20 million of products through 2009. Should we fail to meet these purchase obligations, we are subject to penalties of ten percent of the sales value of the unpurchased quantities of products that would be required to satisfy the minimum volume commitments.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Our financial market risk consists primarily of foreign currency exchange rate risk. We operate subsidiaries in 16 foreign countries and transact business in local currencies. We attempt to hedge the majority of our cash flow on intercompany sales to minimize foreign currency exposure.

The primary purpose of our foreign currency hedging activities is to protect against the volatility associated with foreign currency transactions. Corporate policy prescribes the range of allowable hedging activity. We primarily utilize forward exchange contracts with durations of less than 18 months. Gains and losses related to qualifying hedges of foreign currency from commitments or anticipated transactions are deferred in prepaid expenses or accruals, as appropriate, and are included in the basis of the underlying transaction. Our hedging strategy is consistent with prior periods. Our hedging strategy provides that we employ the full amount of our hedges for the succeeding year at the conclusion of our budgeting process for that year, which is complete by the end of the preceding year. Quarterly, we enter into contracts to hedge incremental portions of anticipated foreign currency transactions for the following year. Accordingly, our risk with respect to foreign currency exchange rate fluctuations may vary throughout each annual cycle. At September 30, 2006, we had \$0.9 million in net unrealized losses on foreign exchange contracts designated as hedges recorded in other comprehensive income, which is net of \$0.5 million in taxes.

## **Item 4. Controls and Procedures**

### **Disclosure Controls and Procedures**

Our management is responsible for establishing and maintaining disclosure controls and procedures, as defined by the Securities and Exchange Commission in its Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934. Our chief executive officer and chief financial officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective to achieve their stated purpose.

### **Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the three months ended September 30, 2006 that materially affected, or are reasonably likely to materially affect, the company's internal control over financial reporting.

## **PART II — OTHER INFORMATION**

### **Item 1A. Risk Factors**

Our future operating results involve a number of risks and uncertainties. Actual events or results may differ materially from those discussed in this report. Factors that could cause or contribute to such differences include, but are not limited to, the factors discussed below, as well as those discussed elsewhere in this report.

#### **IDEXX's Future Growth and Profitability Depend on Several Factors**

The future success of our business depends upon our ability to successfully implement various strategies, including:

- Developing, manufacturing and marketing new products with new features and capabilities, including pharmaceutical products; a new clinical chemistry instrument; and rapid assay, water testing and production animal diagnostic products, as well as improving and enhancing existing products;
- Developing and implementing new technology and licensing strategies; and identifying, completing and integrating acquisitions that enhance our existing businesses or create new business areas for us;
- Increasing the value to our customers of our companion animal products and services by enhancing the connectivity of these products, including the connectivity among the IDEXX VetLab<sup>®</sup> instrument suite, Cornerstone<sup>®</sup> practice information management system, the IDEXX-PACST<sup>™</sup> software and IDEXX Reference Laboratories;
- Expanding our market by expanding the installed base of our instrumentation through customer acquisition and retention and increasing use of our products by our customers;
- Strengthening our sales and marketing activities both within the U.S. and in geographies outside of the U.S.; and
- Reducing the costs of manufacturing our products and providing services through operating efficiencies and increased focus on quality.

However, we may not be able to successfully implement some or all of these strategies and increase or sustain our rate of growth or profitability.

#### **Our Products and Services Are Subject to Various Government Regulations**

In the U.S., the manufacture and sale of our products are regulated by agencies such as the U.S. Department of Agriculture ("USDA"), U.S. Food and Drug Administration ("FDA") and the U.S. Environmental Protection Agency ("EPA"). Most diagnostic tests for animal health applications, including our canine, feline, poultry and livestock tests, must be approved by the USDA prior to sale. Our water testing products must be approved by the EPA before they can be used by customers in the U.S. as a part of a water quality monitoring program required by the EPA. Our pharmaceutical and dairy testing products require approval by the FDA. The manufacture and sale of

our products are subject to similar laws in many foreign countries. Any failure to comply with legal and regulatory requirements relating to the manufacture and sale of our products in the U.S. or in other countries could result in fines and sanctions against us or removals of our products from the market, which could have a material adverse effect on our results of operations.

We have entered into an agreement with the FDA under which we have agreed, among other things, to perform selected specified lot release and stability testing of our SNAP<sup>®</sup> beta-lactam dairy-testing products and to provide related data to the FDA. If the FDA were to determine that one or more lots of product failed to meet applicable criteria for product performance or stability, the FDA could take various actions, including requiring us to recall products or restricting our ability to sell these products.

Commercialization of animal health pharmaceuticals in the U.S. requires prior approval by the FDA. To obtain such approvals, we are required to submit substantial clinical, manufacturing and other data to the FDA. Regulatory approval for products submitted to the FDA may take several years and, following approval, the FDA continues to regulate all aspects of the manufacture, labeling, storage, record keeping and promotion of pharmaceutical products. Failure to obtain, or delays in obtaining, FDA approval for new pharmaceutical products could have a negative impact on our future growth.

### **We Purchase Materials for Our Products from a Limited Number of Sources**

We currently purchase many products and materials from single sources or a limited number of sources. Some of the products that we purchase from these sources are proprietary, and, therefore, cannot be readily replaced by alternative sources. These products include our VetTest<sup>®</sup> Chemistry, VetAutoread<sup>™</sup> Hematology, VetLyte<sup>®</sup> Electrolyte, and VetStat<sup>™</sup> Electrolyte and Blood Gas Analyzers and related consumables; certain digital radiography system components, specifically image capture plates and readers; active ingredients for pharmaceutical products; and certain components of our SNAP<sup>®</sup> rapid assay devices, water testing products and LaserCyte<sup>®</sup> Hematology Analyzers. If we are unable to obtain adequate quantities of these products in the future, we could face cost increases, reductions, delays or discontinuations in product shipments, which could have a material adverse effect on our results of operations.

We currently purchase the slides sold for use in our VetTest<sup>®</sup> Chemistry Analyzers; our electrolyte instruments, components and consumables; our VetAutoread<sup>™</sup> Hematology Analyzers, components and consumables; and certain rapid assay products sold outside the U.S. under agreements with suppliers under which we have minimum purchase obligations. If demand for any of the products purchased under these agreements is insufficient to support our minimum purchase obligations for those products, we could incur losses related to those obligations. In addition, because we purchase the products at predetermined prices, our profits on sales of these products could decline if we are unable to maintain current pricing levels for such products.

### **Our Biologic Products Are Complex and Difficult to Manufacture**

Many of our rapid assay and production animal diagnostic products are biologics, which are products that are comprised of materials from living organisms, such as antibodies, cells and sera. Manufacturing biologic products is highly complex. Unlike products that rely on chemicals for efficacy (such as most pharmaceuticals), biologics are difficult to characterize due to the inherent variability of biological input materials. Difficulty in characterizing biological materials or their interactions creates greater risk in the manufacturing process. We attempt to mitigate risk associated with the manufacture of biologics by continuing to improve the characterization of all of our input materials, utilizing multiple vendors, manufacturing some of these materials ourselves and maintaining substantial inventories of materials that have demonstrated the appropriate characteristics. However, there can be no assurance that we will be able to maintain adequate sources of biological materials or that biological materials that we maintain in inventory will yield finished products that satisfy applicable product release criteria. Our inability to obtain necessary biological materials or to successfully manufacture biologic products that incorporate such materials could have a material adverse effect on our results of operations.

### **Our Success Is Heavily Dependent Upon Our Proprietary Technologies**

We rely on a combination of patent, trade secret, trademark and copyright laws to protect our proprietary rights. If we do not have adequate protection of our proprietary rights, our business may be affected by competitors who develop substantially equivalent technologies that compete with us.

We cannot ensure that we will obtain issued patents, that any patents issued or licensed to us will remain valid, or that any patents owned or licensed by us will provide protection against competitors with similar technologies. Even if our patents cover products sold by our competitors, the time and expense of litigating to enforce our patent rights could be substantial, and could have a material adverse effect on our results of operations. In addition, expiration of patent rights could result in substantial new competition in the markets for products previously covered by those patent rights.

In the past, we have received notices claiming that our products infringe third-party patents and we may receive such notices in the future. Patent litigation is complex and expensive, and the outcome of patent litigation can be difficult to predict. We cannot ensure that we will win a patent litigation case or negotiate an acceptable resolution of such a case. If we lose, we may be stopped from selling certain products and/or we may be required to pay damages and/or ongoing royalties as a result of the lawsuit. Any such adverse result could have a material adverse effect on our results of operations.

### **Our Sales Are Dependent on Distributor Purchasing Patterns**

We sell many of our products, including substantially all of the rapid assays and instrument consumables sold in the U.S., through distributors. Distributor purchasing patterns can be unpredictable and may be influenced by factors unrelated to the end-user demand for our products. In addition, our agreements with distributors may generally be terminated by the distributors for any reason on 60 days notice. Because significant product sales are made to a limited number of distributors, the loss of a distributor or unanticipated changes in the frequency, timing or size of distributor purchases, could have a negative effect on our results of operations. Our financial performance, therefore, is subject to an unexpected downturn in product demand and may be unpredictable.

Distributors of veterinary products have entered into business combinations resulting in fewer distribution companies. Consolidation within distribution channels would increase our customer concentration level, which could increase the risks described in the preceding paragraph.

### **Our Markets Are Competitive and Subject to Rapid and Substantial Technological Change**

We face intense competition within the markets in which we sell our products and services. We expect that future competition will become even more intense, and that we will have to compete with changing and improving technologies. Some of our competitors and potential competitors, including large pharmaceutical and diagnostic companies, have substantially greater capital, manufacturing, marketing, and research and development resources than we do.

### **Changes in Diagnostic Testing Could Negatively Affect Our Operating Results**

The market for diagnostic tests could be negatively impacted by the introduction or broad market acceptance of vaccines or preventatives for the diseases and conditions for which we sell diagnostic tests and services. Eradication or substantial declines in the prevalence of certain diseases also could lead to a decline in diagnostic testing for such diseases. Our production animal services business in particular is subject to fluctuations resulting from changes in disease prevalence and government-mandated testing programs. Such declines in diagnostic testing could have a material adverse effect on our results of operations.

### **International Revenue Accounts for a Significant Portion of Our Total Revenue**

Some of our revenue is attributable to sales of products and services to customers outside the U.S. Various risks associated with foreign operations may impact our international sales. Possible risks include fluctuations in the value of foreign currencies, disruptions in transportation of our products, the differing product and service needs of foreign customers, difficulties in building and managing foreign operations, import/export duties and quotas, and unexpected regulatory, economic or political changes in foreign markets. Prices that we charge to foreign customers may be different than the prices we charge for the same products in the U.S. due to competitive, market or other factors. As a result, the mix of domestic and international sales in a particular period could have a material impact on our results for that period. In addition, many of the products for which our selling price may be denominated in foreign currencies are manufactured, sourced, or both, in the U.S. and our costs are incurred in U.S. dollars. We utilize non-speculative forward currency exchange contracts to mitigate foreign currency exposure. However, an appreciation of the U.S. dollar relative to the foreign currencies in which we sell these products would reduce our operating margins.

### **The Loss of Our President, Chief Executive Officer and Chairman Could Adversely Affect Our Business**

We rely on the management and leadership of Jonathan W. Ayers, our President, Chief Executive Officer and Chairman. We do not maintain key man life insurance coverage for Mr. Ayers. The loss of Mr. Ayers could have a material impact on our business.

### **We Could Be Subject to Class Action Litigation Due to Stock Price Volatility, which, if Occurs, Could Result in Substantial Costs or Large Judgments Against Us**

The market for our common stock may experience extreme price and volume fluctuations, which may be unrelated or disproportionate to our operating performance or prospects. In the past, securities class action litigation has often been brought against companies following periods of volatility in the market prices of their securities. We may be the target of similar litigation in the future. Securities litigation could result in substantial costs and divert our management's attention and resources, which could have a negative effect on our business, operating results and financial condition.

### **If Our Quarterly Results of Operations Fluctuate, This Fluctuation May Cause Our Stock Price to Decline, Resulting in Losses to You**

Our prior operating results have fluctuated due to a number of factors, including seasonality of certain product lines; changes in our accounting estimates; the impact of acquisitions; timing of distributor purchases, product launches, research and development expenditures, litigation and claim-related expenditures; changes in competitors' product offerings; and other matters. Similarly, our future operating results may vary significantly from quarter to quarter due to these and other factors, many of which are beyond our control. If our operating results or projections of future operating results do not meet the expectations of market analysts or investors in future periods, our stock price may fall.

### **Future Operating Results Could Be Materially Affected By the Resolution of Various Uncertain Tax Positions and Adversely Affected by Potential Changes to Tax Incentives**

In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. Significant judgment is required in determining our worldwide provision for income taxes and our income tax filings are regularly under audit by tax authorities. We believe that we have adequately accrued for all potential tax liabilities and, although we believe our tax estimates are reasonable, the final determination of tax audits could be materially different than that which is reflected in historical income tax provisions and accruals. Additionally, we benefit from certain tax incentives offered by various jurisdictions. If we are unable to meet the requirements of such incentives, our inability to use these benefits could have a material negative effect on future earnings.

## **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

During the three months ended September 30, 2006, we purchased treasury shares as described below:

<b>Period</b>	<b>Total Number of Shares Purchased (a)</b>	<b>Average Price Paid per Share (b)</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (c)</b>	<b>Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (d)</b>
July 1, 2006 to July 31, 2006	110,000	\$ 74.46	110,000	862,930
August 1, 2006 to August 31, 2006	5,500	75.27	5,500	857,430
September 1, 2006 to September 30, 2006	47	92.34	-	857,430
Total	<u>115,547</u>	\$ 74.51	<u>115,500</u>	857,430

Our Board of Directors has approved the repurchase of up to 16,000,000 shares of our common stock in the open market or in negotiated transactions. The plan was approved and announced on August 13, 1999, and subsequently amended on October 4, 1999, July 21, 2000, October 20, 2003, October 12, 2004, and October 12, 2005, and does not have a specified expiration date. There were no other repurchase plans outstanding during the nine months ended September 30, 2006, and no repurchase plans expired during the period. Repurchases of 1,194,900 shares were made during the nine months ended September 30, 2006 in open market transactions.

During the three and nine months ended September 30, 2006, we received 47 and 227 shares of our common stock, respectively, that were surrendered by employees in payment for the minimum required withholding taxes due on the vesting of restricted stock units and settlement of deferred stock units. In the above table, these shares are included in columns (a) and (b), but excluded from columns (c) and (d).

## **Item 6. Exhibits**

### **(a) Exhibits**

- 10.1 Amendment No. 1 to Director Deferred Compensation Plan, as amended.
- 31.1 Certification by Chief Executive Officer.
- 31.2 Certification by Vice President, Chief Financial Officer and Treasurer.
- 32.1 Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification by Vice President, Chief Financial Officer and Treasurer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**IDEXX LABORATORIES, INC.**

Date: November 1, 2006

/s/ Merilee Raines  
Merilee Raines  
Vice President, Chief Financial Officer and Treasurer  
(Principal Financial Officer)



## **Exhibit Index**

<u>Exhibit No.</u>	<u>Description</u>
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