

COVANCE INC  
Form 10-Q  
November 08, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-Q**

**x Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the quarterly period ended September 30, 2012**

**or**

**o 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: 1-12213**

**COVANCE INC.**

(Exact name of Registrant as specified in its Charter)

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**Delaware**  
(State of Incorporation)

**22-3265977**  
(I.R.S. Employer Identification No.)

**210 Carnegie Center, Princeton, New Jersey**  
(Address of Principal Executive Offices)

**08540**  
(Zip Code)

Registrant's telephone number, including area code: **(609) 452-4440**

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 (the 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 has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). YES  NO

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. (See definition of smaller reporting company, accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act).

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting Company

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

As of October 26, 2012, the Registrant had 54,728,079 shares of common stock outstanding.

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**Covance Inc.**

**Form 10-Q For the Quarterly Period Ended September 30, 2012**

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## COVANCE INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

SEPTEMBER 30, 2012 AND DECEMBER 31, 2011

(Dollars in thousands)	September 30, 2012 (UNAUDITED)	December 31, 2011
<b>Assets</b>		
Current Assets:		
Cash and cash equivalents	\$ 441,372	\$ 389,103
Accounts receivable	321,421	312,127
Unbilled services	141,020	114,095
Inventory	48,199	74,698
Deferred income taxes	54,635	52,078
Prepaid expenses and other current assets	173,917	144,809
Total Current Assets	1,180,564	1,086,910
Property and equipment, net	872,261	849,551
Goodwill	109,820	127,779
Other assets	48,637	43,768
Total Assets	\$ 2,211,282	\$ 2,108,008
<b>Liabilities and Stockholders Equity</b>		
Current Liabilities:		
Accounts payable	\$ 38,958	\$ 36,393
Accrued payroll and benefits	118,928	142,229
Accrued expenses and other current liabilities	141,344	119,308
Unearned revenue	234,152	202,210
Short-term debt	340,000	30,000
Income taxes payable	6,875	6,889
Total Current Liabilities	880,257	537,029
Deferred income taxes	21,299	42,295
Other liabilities	67,016	70,889
Total Liabilities	968,572	650,213
Commitments and Contingent Liabilities		
Stockholders Equity:		
Preferred Stock - Par value \$1.00 per share; 10,000,000 shares authorized; no shares issued and outstanding at September 30, 2012 and December 31, 2011	—	—
Common Stock - Par value \$0.01 per share; 140,000,000 shares authorized; 78,807,030 and 78,127,480 shares issued and outstanding, including those held in treasury, at September 30, 2012 and December 31, 2011, respectively	788	781
Paid-in capital	725,727	689,584
Retained earnings	1,566,729	1,505,894
Accumulated other comprehensive income	15,004	4,622
Treasury stock at cost (24,098,057 and 17,284,287 shares at September 30, 2012 and December 31, 2011, respectively)	(1,065,538)	(743,086)
Total Stockholders Equity	1,242,710	1,457,795
Total Liabilities and Stockholders Equity	\$ 2,211,282	\$ 2,108,008

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



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## COVANCE INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF INCOME

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2012 AND 2011

(UNAUDITED)

(Dollars in thousands, except per share data)	Three Months Ended September 30		Nine Months Ended September 30	
	2012	2011	2012	2011
Net revenues	\$ 544,818	\$ 543,254	\$ 1,618,441	\$ 1,563,460
Reimbursable out-of-pocket expenses	52,844	35,622	138,174	90,601
Total revenues	597,662	578,876	1,756,615	1,654,061
Costs and expenses:				
Cost of revenue (excluding depreciation and amortization)	389,724	383,347	1,174,382	1,095,199
Reimbursable out-of-pocket expenses	52,844	35,622	138,174	90,601
Selling, general and administrative (excluding depreciation and amortization)	94,401	81,292	266,031	247,292
Depreciation and amortization	30,102	27,592	87,285	79,291
Goodwill impairment charge	—	—	17,959	—
Total costs and expenses	567,071	527,853	1,683,831	1,512,383
Income from operations	30,591	51,023	72,784	141,678
Other (income) expense, net:				
Interest income	(636)	(552)	(1,674)	(1,357)
Interest expense	1,556	895	4,027	2,997
Foreign exchange transaction loss, net	281	777	1,301	892
Impairment of equity investment	—	—	7,373	—
Gain on sale of investment	(1,459)	—	(1,459)	—
Loss on sale of business	—	—	169	—
Other (income) expense, net	(258)	1,120	9,737	2,532
Income before taxes and equity investee results	30,849	49,903	63,047	139,146
Taxes on income	(6,971)	9,781	2,229	28,402
Equity investee earnings	—	547	17	305
Net income	\$ 37,820	\$ 40,669	\$ 60,835	\$ 111,049
Basic earnings per share	\$ 0.70	\$ 0.68	\$ 1.10	\$ 1.86
Weighted average shares outstanding - basic	53,687,748	59,695,336	55,206,190	59,596,294
Diluted earnings per share	\$ 0.69	\$ 0.67	\$ 1.07	\$ 1.82
Weighted average shares outstanding diluted	55,201,552	60,926,604	56,701,280	61,093,960

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



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**COVANCE INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2012 AND 2011**

**(UNAUDITED)**

(Dollars in thousands)	Three Months Ended September 30		Nine Months Ended September 30	
	2012	2011	2012	2011
Net income	\$ 37,820	\$ 40,669	\$ 60,835	\$ 111,049
Other comprehensive income (loss), net of tax:				
Currency translation gain (loss)	24,297	(38,434)	10,803	13,863
Unrealized gain (loss) on securities	2,404	(245)	3,292	551
Defined benefit pension plan:				
Actuarial loss	(4,170)	—	(4,170)	—
Curtailement gain	457	—	457	—
Total other comprehensive income (loss), net of tax	22,988	(38,679)	10,382	14,414
Comprehensive income	\$ 60,808	\$ 1,990	\$ 71,217	\$ 125,463

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



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**COVANCE INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2012 AND 2011**  
**(UNAUDITED)**

(Dollars in thousands)	Nine Months Ended September 30	
	2012	2011
Cash flows from operating activities:		
Net income	\$ 60,835	\$ 111,049
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	87,285	79,291
Non-cash impairment charges	44,610	—
Non-cash compensation expense associated with employee benefit and stock compensation plans	29,774	29,305
Deferred income tax benefit	(23,648)	(9,680)
Gain on sale of investment	(1,459)	—
Loss on sale of business	169	—
Loss on disposal of property and equipment	674	431
Equity investee earnings	(17)	(305)
Changes in operating assets and liabilities, net of businesses sold and acquired:		
Accounts receivable	(10,404)	(23,396)
Unbilled services	(27,561)	(31,601)
Inventory	9,115	839
Accounts payable	2,565	6,184
Accrued liabilities	(1,396)	31,505
Unearned revenue	33,374	(4,688)
Income taxes payable	568	(13,988)
Other assets and liabilities, net	(51,581)	(33,992)
Net cash provided by operating activities	152,903	140,954
Cash flows from investing activities:		
Capital expenditures	(105,199)	(86,289)
Proceeds from sale of investment	4,682	—
Other, net	1,006	(210)
Net cash used in investing activities	(99,511)	(86,499)
Cash flows from financing activities:		
Net borrowings under revolving credit facility	310,000	55,000
Repayments under long-term debt	—	(97,500)
Stock issued under employee stock purchase and option plans	5,794	8,465
Purchase of treasury stock	(322,452)	(7,731)
Net cash used in financing activities	(6,658)	(41,766)
Effect of exchange rate changes on cash	5,535	9,783
Net change in cash and cash equivalents	52,269	22,472
Cash and cash equivalents, beginning of period	389,103	377,223
Cash and cash equivalents, end of period	\$ 441,372	\$ 399,695

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



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**COVANCE INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**September 30, 2012 and 2011**

**(dollars in thousands, unless otherwise indicated)**

**1. Basis of Presentation**

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ( GAAP ) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended September 30, 2012 are not necessarily indicative of the results that may be expected for the year ending December 31, 2012. The balance sheet at December 31, 2011 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements. You should read these unaudited consolidated financial statements together with the historical consolidated financial statements of Covance Inc. and subsidiaries ( Covance or the Company ) for the years ended December 31, 2011, 2010 and 2009 included in our Annual Report on Form 10-K for the year ended December 31, 2011.

**2. Summary of Significant Accounting Policies**

**Principles of Consolidation**

These unaudited consolidated financial statements include the accounts of all entities controlled by Covance. All significant intercompany accounts and transactions are eliminated. The equity method of accounting is used for investments in affiliates in which Covance owns between 20 and 50 percent and does not have the ability to exercise control. For investments in which Covance owns less than 20 percent and does not have the ability to exercise significant influence over operating or financial decisions of the investee, the cost method of accounting is applied. Where the fair value of the shares of the cost method investee is based on quoted prices in active markets, Covance accounts for such investments as available-for-sale securities. See Note 4.

**Use of Estimates**

These unaudited consolidated financial statements have been prepared in conformity with GAAP, which requires management to make estimates and assumptions about future events that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from

these estimates.

### **Inventory**

Inventories, which consist principally of finished goods and supplies, are valued at the lower of cost (first-in, first-out method) or market.

### **Prepaid Expenses and Other Current Assets**

In connection with the management of multi-site clinical trials, Covance pays on behalf of its customers fees to investigators, volunteers and other out-of-pocket costs (such as travel, printing, meetings, couriers, etc.), for which the Company is reimbursed at cost, without mark-up or profit. Amounts receivable from customers in connection with billed and unbilled investigator fees, volunteer payments and other out-of-pocket pass-through costs are included in prepaid expenses and other current assets in the accompanying consolidated balance sheets and totaled \$84.7 million and \$61.3 million at September 30, 2012 and December 31, 2011, respectively. See Note 2 Reimbursable Out-of-Pocket Expenses .

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**COVANCE INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(UNAUDITED)**

**September 30, 2012 and 2011**

**(dollars in thousands, unless otherwise indicated)**

**Impairment of Long-Lived Assets**

Covance reviews its long-lived assets, other than goodwill and other indefinite lived intangible assets, for impairment when events or changes in circumstances occur that indicate that the carrying value of the asset may not be recoverable. The assessment of possible impairment is based upon Covance's judgment of its ability to recover the value of the asset from the expected future undiscounted cash flows of the related operations. Actual future cash flows may be greater or less than estimated. During the second quarter of 2012, Covance determined that the carrying value of its equity method investment in a supplier of research products was no longer recoverable based upon changes in the research product market. The impairment was determined to be other-than-temporary and Covance recorded a charge of \$7.4 million to write off the remaining carrying value of the equity investment as of June 30, 2012. See Note 4.

**Goodwill and Other Intangible Assets and Impairment**

Goodwill represents costs in excess of the fair value of net tangible and identifiable net intangible assets acquired in business combinations. Covance performs an annual test for impairment of goodwill and other indefinite lived intangible assets during the fourth quarter. Covance tests goodwill for impairment at the reporting unit level only when, after completing a qualitative analysis, it is determined that it is more likely than not that the fair value of a reporting unit is below its carrying value. This test is performed by comparing the carrying value of the reporting unit to its fair value. Covance assesses fair value based upon its estimate of the present value of the future cash flows that it expects to be generated by the reporting unit. The most recent annual test for impairment performed for 2011 indicated that no reporting units were at significant risk for impairment. However, in the second quarter of 2012, Covance commenced actions to close its clinical pharmacology operations located in Basel, Switzerland and as a result determined the goodwill associated with the acquisition of the Basel clinic in March 2009 was impaired and recorded a charge of \$18.0 million to write off the carrying value of the goodwill as of June 30, 2012. The Basel clinic is part of Covance's Early Development segment and clinical pharmacology reporting unit, however, because the clinic was operated on a standalone basis and was not integrated into the reporting unit after its acquisition, the related goodwill was evaluated for impairment at the site level and not the reporting unit level. In light of the impairment recognized for the Basel clinic, the Company conducted an impairment analysis of the remaining goodwill in the clinical pharmacology reporting unit and determined there was no additional impairment resulting from this action. There were no other events or changes in circumstances through September 30, 2012 that warranted a reconsideration of our impairment test results.

**Revenue Recognition**

Covance recognizes revenue either as services are performed or products are delivered, depending on the nature of the work contracted. Historically, a majority of Covance's net revenues have been earned under contracts which range in duration from a few months to two years, but

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can extend in duration up to five years or longer. Covance also has committed minimum volume arrangements with certain clients with initial terms that generally range in duration from three to ten years. Underlying these arrangements are individual project contracts for the specific services to be provided. These arrangements enable our clients to secure our services in exchange for which they commit to purchase an annual minimum dollar value ( volume ) of services. Under these types of arrangements, if the annual minimum volume commitment is not reached, the client is required to pay Covance for the shortfall. Progress towards the achievement of annual minimum volume commitments is monitored throughout the year. Annual minimum commitment shortfalls are not included in net revenues until the amount has been determined and agreed to by the client.

Service contracts generally take the form of fee-for-service or fixed-price arrangements. In cases where performance spans multiple accounting periods, revenue is recognized as services are performed, measured on a proportional-performance basis, generally using output measures that are specific to the service provided. Examples of output measures in our early development segment include the number of slides read, dosings performed, or specimens prepared for preclinical laboratory services, or number of dosings or number of volunteers enrolled for clinical pharmacology. Examples of output measures in our late-stage development segment s Phase II-IV clinical development service offering include among others, number of investigators enrolled, number of sites initiated, number of patients enrolled and number of monitoring visits completed. Revenue is determined by dividing the actual units of work completed by the total units of work required under the contract and multiplying that percentage by the total contract value. The total contract value, or total contractual payments, represents the

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**COVANCE INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(UNAUDITED)**

**September 30, 2012 and 2011**

**(dollars in thousands, unless otherwise indicated)**

aggregate contracted price for each of the agreed upon services to be provided. Covance does not have any contractual arrangements spanning multiple accounting periods where revenue is recognized on a proportional-performance basis under which the Company has earned more than an immaterial amount of performance-based revenue (i.e., potential additional revenue tied to specific deliverables or performance). Changes in the scope of work are common, especially under long-term contracts, and generally result in a change in contract value. Once the client has agreed to the changes in scope and renegotiated pricing terms, the contract value is amended and revenue is recognized, as described above. Estimates of costs to complete are made to provide, where appropriate, for losses expected on contracts. Costs are not deferred in anticipation of contracts being awarded, but instead are expensed as incurred.

Billing schedules and payment terms are generally negotiated on a contract-by-contract basis. In some cases, Covance bills the client for the total contract value in progress-based installments as certain non-contingent billing milestones are reached over the contract duration, such as, but not limited to, contract signing, initial dosing, investigator site initiation, patient enrollment or database lock. The term *billing milestone* relates only to a billing trigger in a contract whereby amounts become billable and payable in accordance with a negotiated predetermined billing schedule throughout the term of a project. These billing milestones are not performance-based (i.e., potential additional arrangement consideration tied to specific deliverables or performance). In other cases, billing and payment terms are tied to the passage of time (e.g., monthly billings). In either case, the total contract value and aggregate amounts billed to the client would be the same at the end of the project. While Covance attempts to negotiate terms that provide for billing and payment of services prior or within close proximity to the provision of services, this is not always the case, as evidenced by fluctuations in the levels of unbilled receivables and unearned revenue from period to period. While a project is ongoing, cash payments are not necessarily representative of aggregate revenue earned at any particular point in time, as revenues are recognized when services are provided, while amounts billed and paid are in accordance with the negotiated billing and payment terms.

In some cases, payments received are in excess of revenue recognized. For example, a contract invoicing schedule may provide for an upfront payment of 10% of the full contract value upon contract signing, but at the time of signing, performance of services has not yet begun, and therefore, no revenue has yet been recognized. Payments received in advance of services being provided, such as in this example, are deferred as unearned revenue on the balance sheet. As the contracted services are subsequently performed and the associated revenue is recognized, the unearned revenue balance is reduced by the amount of revenue recognized during the period.

In other cases, services may be provided and revenue is recognized before the client is invoiced. In these cases, revenue recognized will exceed amounts billed, and the difference, representing an unbilled receivable, is recorded for this amount which is currently unbillable to the customer pursuant to contractual terms. Once the client is invoiced, the unbilled receivable is reduced for the amount billed, and a corresponding account receivable is recorded. All unbilled receivables are billable to customers within one year from the respective balance sheet date.

Most contracts are terminable by the client, either immediately or upon notice. These contracts often require payment to Covance of expenses to wind down the study or project, fees earned to date and, in some cases, a termination fee or a payment to Covance of some portion of the fees or

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profits that could have been earned by Covance under the contract if it had not been terminated early. Termination fees are included in net revenues when realization is assured. In connection with the management of multi-site clinical trials, Covance pays on behalf of its customers fees to investigators, volunteers and other out-of-pocket costs (such as for travel, printing, meetings, couriers, etc.), for which it is reimbursed at cost, without mark-up or profit. Investigator fees are not reflected in total revenues or expenses where Covance acts in the capacity of an agent on behalf of the pharmaceutical company sponsor, passing through these costs without risk or reward to Covance. All other out-of-pocket costs are included in total revenues and expenses.

### **Taxes**

Covance uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the expected future tax consequences of differences between the carrying amounts of assets and liabilities and their respective tax bases using enacted tax rates in effect for the year in which the temporary differences are



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**COVANCE INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(UNAUDITED)**

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expected to reverse. The effect on deferred taxes of a change in enacted tax rates is recognized in income in the period when the change is effective.

The Company recognizes a tax benefit from an uncertain tax position only if the Company believes it is more likely than not to be sustained upon examination based on the technical merits of the position. The amount of the accrual for which an exposure exists is measured as the largest amount of benefit determined on a cumulative probability basis that the Company believes is more likely than not to be realized upon ultimate settlement of the position. Components of the reserve are classified as either a current or long-term liability in the consolidated balance sheet based on when the Company expects each of the items to be settled. Covance accrues interest and penalties in relation to unrecognized tax benefits as a component of income tax expense.

As of September 30, 2012 and December 31, 2011, the balance of the reserve for unrecognized tax benefits was \$7.6 million, including accrued interest of \$0.6 million, and \$16.4 million, including interest of \$1.6 million, respectively, which is recorded as a long-term liability in other liabilities on the consolidated balance sheet. This reserve relates to exposures for income tax matters such as transfer pricing, nexus and deemed income. The decrease in the reserve primarily relates to the settlement of various income tax audits across multiple jurisdictions.

The Company also maintains a tax reserve related to exposures for non-income tax matters including value-added tax, state sales and use and other taxes. The balance of this reserve was \$1.1 million and \$1.0 million at September 30, 2012 and December 31, 2011, respectively, and is recorded as a current liability in accrued expenses and other current liabilities on the consolidated balance sheet.

While Covance believes it has identified all reasonably identifiable exposures and the reserve it has established for identifiable exposures is appropriate under the circumstances, it is possible that additional exposures exist and that exposures may be settled at amounts different than the amounts reserved. It is also possible that changes in facts and circumstances could cause Covance to either materially increase or reduce the carrying amount of its tax reserve.

Covance's historical policy has been to leave its unremitted foreign earnings invested indefinitely outside the United States. Covance intends to continue to leave its unremitted foreign earnings invested indefinitely outside the United States. As a result, taxes have not been provided on any of the remaining accumulated foreign unremitted earnings as of September 30, 2012.

**Reimbursable Out-of-Pocket Expenses**

As discussed in Note 2 Prepaid Expenses and Other Current Assets , Covance pays on behalf of its customers fees to investigators, volunteers and other out-of-pocket costs for which the Company is reimbursed at cost, without mark-up or profit. Amounts paid to volunteers and other out-of-pocket costs are reflected in operating expenses, while the reimbursements received are reflected in revenues in the consolidated statements of income. Covance excludes from revenue and expense in the consolidated statements of income fees paid to investigators and the associated reimbursement since Covance acts as an agent on behalf of the pharmaceutical company sponsors with regard to investigator payments.

**Stock-Based Compensation**

The Company sponsors several stock-based compensation plans pursuant to which non-qualified stock options and restricted stock awards are granted to eligible employees. These plans are described more fully in Note 7 herein and Note 10 to our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2011. The grant-date fair value of awards expected to vest is expensed on a straight-line basis over the vesting period of the related awards.

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**COVANCE INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(UNAUDITED)**

**September 30, 2012 and 2011**

**(dollars in thousands, unless otherwise indicated)**

**Defined Benefit Pension Plans**

The Company sponsors various pension and other post-retirement benefit plans. These plans are described more fully in Note 6 herein and Note 9 to our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2011. The measurement of the related benefit obligations and the net periodic benefit costs recorded each year are based upon actuarial computations, which require management's judgment as to certain assumptions. These assumptions include the discount rates to use in computing the present value of the benefit obligations and the net periodic benefit costs, the expected future rate of salary increases (for pay-related plans) and the expected long-term rate of return on plan assets (for funded plans). The discount rates are derived based on a hypothetical yield curve represented by a series of annualized individual discount rates. The expected long-term rate of return on plan assets is based on the target asset allocation and the average expected rate of growth for the asset classes invested. The average expected rate of growth is derived from a combination of historic returns, current market indicators, the expected risk premium for each asset class and the opinion of professional advisors. Liabilities related to all of Covance's pension and other post-retirement benefit plans are measured as of December 31.

In the third quarter of 2012, the Company remeasured its German defined benefit pension plan liability due to a reduction in plan participants resulting from cost reduction actions taken at its Muenster, Germany toxicology facility. The measurement resulted in a \$5.4 million net increase to the liability, which reflects a \$6.1 million actuarial loss, partially offset by a curtailment gain of \$0.7 million. These adjustments were recognized as a component of accumulated other comprehensive income, net of tax of \$1.9 million and \$0.2 million, respectively. See Note 6.

**Earnings Per Share ( EPS )**

Basic EPS is computed by dividing net income available to common stockholders by the weighted average number of shares outstanding during the period. The computation of diluted EPS is similar to the computation of basic EPS, except that the denominator is increased to include the number of additional common shares that would have been outstanding if the dilutive potential common shares had been issued; computed under the treasury stock method.

In computing diluted EPS for the three months ended September 30, 2012 and 2011, the denominator was increased by 1,513,804 shares and 1,231,268, respectively, and for the nine months ended September 30, 2012 and 2011, the denominator was increased by 1,495,090 shares and 1,497,666 shares, respectively, representing the dilutive effect of all unvested restricted shares as well as those stock options outstanding at September 30, 2012 and 2011, with exercise prices less than the average market price of Covance's common stock during each respective period. Excluded from the computation of diluted EPS for the three months ended September 30, 2012 were options to purchase 3,360,418 shares of common stock at prices ranging from \$48.16 to \$94.34 per share because the exercise prices of such options were greater than the

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average market price of Covance's common stock during this period. Excluded from the computation of diluted EPS for the nine months ended September 30, 2012 were options to purchase 3,233,348 shares of common stock at prices ranging from \$47.27 to \$94.34 per share because the exercise prices of such options were greater than the average market price of Covance's common stock during this period. Excluded from the computation of diluted EPS for the three months ended September 30, 2011 were options to purchase 2,425,531 shares of common stock at prices ranging from \$54.15 to \$94.34 per share because the exercise prices of such options were greater than the average market price of Covance's common stock during this period. Excluded from the computation of diluted EPS for the nine months ended September 30, 2011 were options to purchase 2,046,853 shares of common stock at prices ranging from \$55.95 to \$94.34 per share because the exercise prices of such options were greater than the average market price of Covance's common stock during this period.

### **Supplemental Cash Flow Information**

Cash paid for interest for the nine month periods ended September 30, 2012 and 2011 was \$3.3 million and \$3.0 million, respectively. Cash paid for income taxes for the nine month periods ended September 30, 2012 and 2011 totaled \$28.8 million and \$51.2 million, respectively. The change in income taxes payable in the consolidated statement of cash flows for the nine months ended September 30, 2012 and 2011 includes as an operating cash outflow the excess tax benefit received from the exercise of non-qualified stock options of \$0.5 million and \$0.8 million, respectively (a corresponding cash inflow of \$0.5 million and \$0.8 million, respectively, for both periods has been included in financing cash flows).

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## COVANCE INC. AND SUBSIDIARIES

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**Subsequent Events**

Subsequent events are defined as those events or transactions that occur after the balance sheet date, but before the financial statements are filed with the Securities and Exchange Commission. See Note 10.

**3. Treasury Stock**

The Board of Directors has, from time to time, approved stock repurchase programs enabling Covance to repurchase shares of its common stock. In January 2012, the Covance Board of Directors authorized the repurchase of up to \$300 million of the Company's outstanding common stock (the 2012 Repurchase Program). This was in addition to 0.8 million shares remaining under a 3.0 million share buyback authorization approved by the Covance Board of Directors in 2007 (the 2007 Repurchase Program). At September 30, 2012, there was \$20.1 million remaining for purchase of the Company's outstanding common stock under the 2012 Repurchase Program. In addition to the Board approved share repurchase programs, Covance also reacquires shares of its common stock when employees tender shares to satisfy income tax withholdings associated with the vesting of stock awards.

The following table sets forth the treasury stock activity during the nine month periods ended September 30, 2012 and 2011:

(amounts in thousands)	Nine Months Ended September 30			
	2012		2011	
	\$	# shares	\$	# shares
Shares repurchased in connection with:				
Board approved buyback programs	\$ 314,787	6,654.0	\$ —	—
Employee benefit plans	7,665	159.8	7,731	134.4
Total	\$ 322,452	6,813.8	\$ 7,731	134.4

**4. Equity Investments**

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Covance held a minority equity position in Caprion Proteomics ( Caprion ), a privately held company headquartered in Montreal, Canada, since December 2008. In July 2012, Covance sold 100% of its holdings in Caprion for cash proceeds of approximately \$4.7 million, resulting in a gain on the sale of its investment of approximately \$1.5 million. The investment was previously included in other assets on the consolidated balance sheet.

Covance has a 47% minority equity position in Noveprim Limited ( Noveprim ), a supplier of research products, which was acquired in March 2004 at a total cost of \$20.7 million. The excess of the purchase price over the underlying equity in Noveprim's net assets at the date of acquisition of \$13.8 million represented goodwill and was included in the carrying value of Covance's investment. During the fourth quarter of 2011, the investment was determined to have experienced an other-than-temporary impairment in value due to a decline in demand for the research products supplied by Noveprim. As a result, Covance recorded a \$12.1 million impairment charge against the goodwill recognized upon the initial investment in Noveprim, to reduce the carrying value of the investment to its estimated fair value. Further, during the second quarter of 2012, the investment was determined to have experienced an additional impairment in value due to a further decline in demand for the research products supplied by Noveprim. As a result, Covance recorded a \$7.4 million impairment charge to write off the remaining carrying value of the investment as of June 30, 2012, net of the elimination of profit on inventory purchased from Noveprim. The Company suspended equity accounting for this investment as the carrying value of its investment is zero. The fair value in both of the above instances was measured with an income approach using internally developed estimates of future cash flows, which are Level 3 inputs under the fair value hierarchy. Previously, this investment was reflected in other assets on the consolidated balance sheet. During the three month period ended September 30, 2012, Covance did not recognize any share of Noveprim's results, as equity accounting was suspended. During the nine month period ended September 30, 2012, Covance recognized income of \$17 thousand, representing its share of Noveprim's earnings, net of the elimination of profit on inventory purchased from Noveprim and still on hand at Covance. During the three and nine month periods ended September 30, 2011, Covance recognized income of \$0.5 million and \$0.3 million, respectively, representing its share of Noveprim's earnings, net of

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the elimination of profit on inventory purchased from Noveprim and still on hand at Covance. The carrying value of Covance's investment in Noveprim at December 31, 2011 was \$10.4 million.

Covance has a minority equity position (less than 20%) in BioClinica, Inc. ( BIOC ) (Nasdaq GM:BIOC). BIOC uses proprietary medical imaging technologies to process and analyze medical images, and also provides other services, including the data-basing and regulatory submission of medical images, quantitative data and text. As Covance owns less than a 20% interest in BIOC and does not exercise significant influence over the operating or financial decisions of BIOC, the investment is accounted for as an available-for-sale security. The cost basis of Covance's investment in BIOC is \$1.4 million. The carrying value of Covance's investment in BIOC as of September 30, 2012 and December 31, 2011 was \$15.1 million and \$10.0 million, respectively, as determined based on quoted market prices in an active market. This investment is reflected in other assets on the consolidated balance sheet. The \$5.1 million increase in the carrying value of the investment results in a \$3.3 million increase in the unrealized gain on investment, net of tax, which is included within accumulated other comprehensive income on the consolidated balance sheet. Accordingly, the balance in the unrealized gain on investment at September 30, 2012 and December 31, 2011 was \$8.5 million and \$5.2 million, net of tax, respectively.

**5. Credit Facilities**

On March 7, 2012, Covance amended its credit facility, which was not due to expire until October 2015, in order to, in part, provide sufficient liquidity to finance purchases under its 2012 Repurchase Program, as well as to secure more favorable financing rates. The amended credit agreement (the Credit Agreement ) provides for a revolving credit facility of up to \$500 million. At September 30, 2012, there were \$340.0 million of outstanding borrowings and \$2.9 million of outstanding letters of credit under the Credit Agreement. At December 31, 2011, there were \$30.0 million of outstanding borrowings and \$2.6 million of outstanding letters of credit under the previous credit agreement. Interest on all outstanding borrowings under the Credit Agreement varies in accordance with the terms of the Credit Agreement and is presently based upon the London Interbank Offered Rate plus a margin of 125 basis points. Interest on all outstanding borrowings under the previous credit agreement was based upon the London Interbank Offered Rate plus a margin of 200 basis points. Interest on outstanding borrowings approximated 1.50% per annum and 1.60% per annum during the three and nine months ended September 30, 2012, respectively. Interest on outstanding borrowings approximated 2.22% per annum and 2.33% per annum during the three and nine months ended September 30, 2011, respectively. Costs associated with the Credit Agreement, which expires in March 2017, consisted primarily of bank and legal fees totaling \$1.9 million and are being amortized over the five-year term.

The Credit Agreement contains various financial and other covenants and is collateralized by guarantees of certain of Covance's domestic subsidiaries and a pledge of 65 percent of the capital stock of certain of Covance's foreign subsidiaries. At September 30, 2012, Covance was in compliance with the terms of the Credit Agreement.

**6. Defined Benefit Plans**

Covance sponsors various pension and other post-retirement benefit plans.

**Defined Benefit Pension Plans**

Covance sponsors two defined benefit pension plans for the benefit of its employees at two United Kingdom subsidiaries and one defined benefit pension plan for the benefit of its employees at a German subsidiary, all of which are legacy plans of previously acquired companies. Benefit amounts for all three plans are based upon years of service and compensation. The German plan is unfunded, while the United Kingdom plans are funded. Covance's funding policy has been to contribute annually a fixed percentage of the eligible employee's salary at least equal to the local statutory funding requirements. Pension plan assets are administered by the plans' trustees and are principally invested in equity and debt securities.



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The components of net periodic pension cost for these plans for the three and nine month periods ended September 30, 2012 and 2011 are as follows:

	United Kingdom Plans		German Plan	
	Three Months Ended September 30 2012	2011	Three Months Ended September 30 2012	2011
<b>Components of Net Periodic Pension Cost:</b>				
Service cost	\$ 582	\$ 1,083	\$ 177	\$ 201
Interest cost	1,925	2,023	165	157
Expected return on plan assets	(2,569)	(2,549)		
Amortization of net actuarial loss	293	325	7	28
Expected participant contributions		(498)		
Net periodic pension cost	\$ 231	\$ 384	\$ 349	\$ 386

**Assumptions Used to Determine Net Periodic Pension Cost:**

Discount rate	4.60%	5.20%	5.40%	4.60%
Expected rate of return on assets	5.90%	6.50%	n/a	n/a
Salary increases	4.00%	4.50%	2.50%	2.50%

	United Kingdom Plans		German Plan	
	Nine Months Ended September 30 2012	2011	Nine Months Ended September 30 2012	2011
<b>Components of Net Periodic Pension Cost:</b>				
Service cost	\$ 1,745	\$ 3,331	\$ 547	\$ 625
Interest cost	5,775	6,225	509	487
Expected return on plan assets	(7,707)	(7,843)		
Amortization of net actuarial loss	879	999	23	88
Expected participant contributions		(1,532)		
Net periodic pension cost	\$ 692	\$ 1,180	\$ 1,079	\$ 1,200

**Assumptions Used to Determine Net Periodic Pension Cost:**

Discount rate	4.60%	5.20%	5.40%	4.60%
Expected rate of return on assets	5.90%	6.50%	n/a	n/a
Salary increases	4.00%	4.50%	2.50%	2.50%

In the third quarter of 2012, the Company remeasured its German defined benefit pension plan liability due to a reduction in plan participants resulting from cost reduction actions taken at its Muenster, Germany toxicology facility. The measurement resulted in a \$5.4 million net increase

to the liability, which reflects a \$6.1 million actuarial loss, partially offset by a curtailment gain of \$0.7 million. The actuarial loss is due primarily to a 190 basis point reduction in the discount rate, which decreased from 5.40% at December 31, 2011 to 3.50% at September 30, 2012. The curtailment gain reflects the impact of the reduction in plan participants as a result of the Muenster cost actions. The actuarial loss and curtailment gain were recognized as a component of accumulated other comprehensive income, net of tax of \$1.9 million and \$0.2 million, respectively.

#### **Supplemental Executive Retirement Plan**

In addition to these foreign defined benefit pension plans, Covance also has a non-qualified Supplemental Executive Retirement Plan ( SERP ). The SERP, which is not funded, is intended to provide retirement benefits for certain executive officers of Covance. Benefit amounts are based upon years of service and compensation of the participating employees.

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## COVANCE INC. AND SUBSIDIARIES

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The components of net periodic pension cost for the three and nine month periods ended September 30, 2012 and 2011 are as follows:

	Three Months Ended September 30		Nine Months Ended September 30	
	2012	2011	2012	2011
<b>Components of Net Periodic Pension Cost:</b>				
Service cost	\$ 369	\$ 320	\$ 1,108	\$ 961
Interest cost	194	174	582	521
Amortization of prior service credit	(30)	(30)	(89)	(89)
Amortization of net actuarial loss	68	74	202	221
Net periodic pension cost	\$ 601	\$ 538	\$ 1,803	\$ 1,614
<b>Assumptions Used to Determine Net Periodic Pension Cost:</b>				
Discount rate	4.30%	4.40%	4.30%	4.40%
Salary increases	3.75%	3.75%	3.75%	3.75%

**Post-Employment Retiree Health and Welfare Plan**

Covance also sponsors a post-employment retiree health and welfare plan for the benefit of eligible employees at certain U.S. subsidiaries who retire after satisfying service and age requirements. This plan is funded on a pay-as-you-go basis and the cost of providing these benefits is shared with the retirees.

The components of net periodic post-retirement benefit cost for the three and nine month periods ended September 30, 2012 and 2011 are as follows:

	Three Months Ended September 30		Nine Months Ended September 30	
	2012	2011	2012	2011
<b>Components of Net Periodic Post-retirement Benefit Cost:</b>				
Service cost	\$ 25	\$ 30	\$ 73	\$ 89
Interest cost	72	72	218	217
Amortization of net actuarial loss	9	7	28	22

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Net periodic post-retirement benefit cost	\$	106	\$	109	\$	319	\$	328
Assumptions Used to Determine Net Periodic Post-retirement Benefit Cost:								
Discount rate		4.60%		4.70%		4.60%		4.70%
Health care cost trend rate		8.00%(a)		8.50%		8.00%(a)		8.50%

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(a) decreasing to ultimate trend of 5.00% in 2018

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**7. Stock-Based Compensation Plans**

Covance sponsors several employee stock-based compensation plans which are described more fully in Note 10 to our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2011.

In May 2010, Covance's shareholders approved the 2010 Employee Equity Participation Plan (the 2010 EEPP) in replacement of the 2007 Employee Equity Participation Plan (the 2007 EEPP). Effective upon approval of the 2010 EEPP, no further grants or awards were permitted under the 2007 EEPP. Shares remaining available for grant under the 2007 EEPP are available for grant under the 2010 EEPP. The 2010 EEPP became effective on May 6, 2010 and will expire on May 5, 2020. The 2010 EEPP authorizes the Compensation and Organization Committee of the Board of Directors (the Compensation Committee), or such committee as is appointed by the Covance Board of Directors, to administer the 2010 EEPP and to grant awards to employees of Covance. The 2010 EEPP authorizes the Compensation Committee to grant the following awards: options to purchase common stock; stock appreciation rights; and other stock awards either singly or in combination. Shares granted, other than options or SARs, shall be counted against the shares available for grant based upon the ratio of 1.74 for every 1 share granted. The exercise period for stock options granted under the 2010 EEPP is determined by the Compensation Committee at the time of grant, and is generally ten years from the date of grant. The vesting period for stock options and stock awards granted under the 2010 EEPP is determined by the Compensation Committee at the time of grant. Beginning in 2012, options and restricted stock awards are generally granted with a pro rata four year vesting period, whereas previously, they were generally granted with a pro rata three year vesting period. Performance-based stock awards generally vest over a three year period. The number of shares of Covance common stock initially available for grant under the 2010 EEPP totaled approximately 4.3 million plus approximately 1.3 million shares remaining available under the 2007 EEPP at the time the 2010 EEPP was approved. All grants and awards under the 2007 EEPP remaining outstanding are now administered in accordance with the provisions of the 2007 EEPP out of shares issuable under the 2010 EEPP. The Company may issue authorized but previously unissued shares or treasury shares when options are exercised or for stock awards. There have been no grants of stock appreciation rights under the 2007 EEPP or the 2010 EEPP. At September 30, 2012 there were approximately 2.3 million shares remaining available for grants under the 2010 EEPP.

The grant-date fair value of stock option awards is estimated using an option pricing model as more fully described in Note 10 to our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2011. The grant-date fair value of options expected to vest is expensed on a straight-line basis over the vesting period of the related awards.

The following table sets forth the weighted average assumptions used to calculate the fair value of options granted for the three and nine month periods ended September 30, 2012 and 2011:

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	Three Months Ended September 30		Nine Months Ended September 30	
	2012	2011	2012	2011
Expected stock price volatility	38%	37%	38%	37%
Range of risk free interest rates	0.03% - 2.01%	0.10% - 3.62%	0.03% - 2.01%	0.10% - 3.62%
Expected life of options (years)	5.2	4.8	5.2	4.8

Restricted stock awards are granted subject to either service conditions (restricted stock) or service and performance conditions (performance-based shares). The grant-date fair value of restricted stock and performance-based share awards, which has been determined based upon the market value of Covance's shares on the grant date, is expensed on a straight-line basis over the vesting period of the related awards.

Covance had an employee stock purchase plan (the ESPP), pursuant to which Covance made available for sale to employees shares of its common stock at a price equal to 85% of the lower of the market value on the first or last day of each calendar quarter. The ESPP was intended to give Covance employees the opportunity to purchase shares of Covance common stock through payroll deductions. Effective January 1, 2011, the ESPP was terminated.

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## COVANCE INC. AND SUBSIDIARIES

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Results of operations for the three month period ended September 30, 2012 include total stock-based compensation expense of \$10.4 million (\$7.1 million net of tax benefit of \$3.3 million), \$5.4 million of which has been included in cost of revenue and \$5.0 million of which has been included in selling, general and administrative expenses. Results of operations for the nine month period ended September 30, 2012 include total stock-based compensation expense of \$29.8 million (\$20.4 million net of tax benefit of \$9.4 million), \$15.5 million of which has been included in cost of revenue and \$14.3 million of which has been included in selling, general and administrative expenses. Results of operations for the three month period ended September 30, 2011 include total stock-based compensation expense of \$10.4 million (\$7.1 million net of tax benefit of \$3.3 million), \$5.2 million of which has been included in both cost of revenue and selling, general and administrative expenses. Results of operations for the nine month period ended September 30, 2011 include total stock-based compensation expense of \$29.3 million (\$20.0 million net of tax benefit of \$9.3 million), \$14.8 million of which has been included in cost of revenue and \$14.5 million of which has been included in selling, general and administrative expenses.

**8. Facility Consolidation and Other Cost Reduction Actions****2012 Actions**

During 2012, Covance commenced additional restructuring actions in Early Development to better align capacity to preclinical market demand, as well as in its corporate and functional support infrastructure, to further improve profitability. These actions include the closure of the Company's toxicology facility in Chandler, Arizona, its clinical pharmacology facilities in Honolulu, Hawaii and Basel, Switzerland, as well as a capacity and workforce reduction in Muenster, Germany and in its corporate and functional support infrastructure. During the three months ended September 30, 2012, Covance incurred costs totaling \$14.1 million (\$13.0 million of which has been included in selling, general and administrative expenses and \$1.1 million of which has been included in depreciation and amortization). During the nine months ended September 30, 2012, Covance incurred costs totaling \$23.7 million (\$21.4 million of which has been included in selling, general and administrative expenses and \$2.3 million of which has been included in depreciation and amortization). These restructuring actions are expected to be completed in 2013.

The following table sets forth the restructuring costs incurred in connection with the 2012 actions during the three and nine month periods ended September 30, 2012:

	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2012
Employee separation costs	\$ 11,812	\$ 19,594

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Accelerated depreciation and amortization		1,084		2,293
Other costs		1,176		1,852
Total	\$	14,072	\$	23,739

The following table sets forth the restructuring costs by segment incurred in connection with the 2012 actions during the three and nine month periods ended September 30, 2012:

		<b>Three Months Ended September 30, 2012</b>		<b>Nine Months Ended September 30, 2012</b>
Early Development	\$	13,199	\$	22,396
Late-Stage Development		388		567
Corporate expenses		485		776
Total	\$	14,072	\$	23,739

Total costs for the 2012 actions are expected to approximate \$39 million, including \$25 million in employee separation costs, \$5 million in lease and facility exit costs, \$4 million in accelerated depreciation and amortization and \$5 million in other costs. Costs by segment are expected to total \$33 million in our early development segment, \$2 million in our late-stage development segment and \$4 million in corporate expenses.



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The following table sets forth the rollforward of the 2012 actions restructuring activity for the nine months ended September 30, 2012:

	Balance, Dec 31, 2011	Total Charges	Cash Payments	Other	Balance, Sep 30, 2012
Employee separation costs	\$	\$ 19,594	\$ (6,864)	\$ 342	\$ 13,072
Accelerated depreciation and amortization		2,293		(2,293)	
Other costs		1,852	(1,539)	(254)	59
Total	\$	\$ 23,739	\$ (8,403)	\$ (2,205)	\$ 13,131

Other costs include charges incurred in connection with transitioning services from sites being closed, legal and professional fees, primarily associated with employee related matters, as well as loss on disposal of assets. Other activity in the reserve rollforward primarily reflects accelerated depreciation and amortization, the loss on disposal of assets and foreign exchange impacts as a result of the change in exchange rates between periods.

In addition to the above costs, in the third quarter of 2012, Covance recorded a \$4.0 million charge associated with the expected settlement of an inventory supply agreement, which has been included in cost of sales in the early development segment. During the nine months ended September 30, 2012, Covance recorded \$24.8 million in charges to reflect the impairment of certain research product inventory based on current and expected future demand and for costs associated with the expected settlement of an inventory supply agreement. These costs have been included in cost of sales in the early development segment.

**2010 and 2011 Actions**

During the second quarter of 2010, Covance announced plans to reduce costs, primarily by closing and transitioning work conducted at its Austin, Texas Phase I clinic and Kalamazoo, Michigan research products facility into other more efficient locations. These actions were completed during 2010. During the fourth quarter of 2010, the Company announced plans to further rationalize capacity, reduce the cost of overhead and support functions and to streamline processes. These actions were completed during 2011. During the three and nine months ended September 30, 2011, Covance incurred costs totaling \$5.3 million and \$15.7 million, respectively. During the three months ended September 30, 2011, \$4.2 million has been included in selling, general and administrative expenses and \$1.1 million has been included in depreciation and amortization. During the nine months ended September 30, 2011, \$13.8 million has been included in selling, general and administrative expenses and \$1.9 million has been included in depreciation and amortization. During the three and nine months ended September 30, 2012, no restructuring costs were incurred and no further costs are expected to be incurred relating to the 2010 and 2011 actions.

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The following table sets forth the restructuring costs incurred in connection with the 2010 and 2011 actions during the three and nine month periods ended September 30, 2011:

	<b>Three Months Ended September 30, 2011</b>		<b>Nine Months Ended September 30, 2011</b>	
Employee separation costs	\$	1,040	\$	6,621
Lease and facility exit costs		1,820		1,820
Accelerated depreciation		1,054		1,864
Other costs		1,356		5,397
Total	\$	5,270	\$	15,702

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The following table sets forth the restructuring costs incurred by segment in connection with the 2010 and 2011 actions during the three and nine month periods ended September 30, 2011:

	Three Months Ended September 30, 2011		Nine Months Ended September 30, 2011	
Early Development	\$	1,855	\$	6,745
Late-Stage Development		2,057		3,723
Corporate expenses		1,358		5,234
Total	\$	5,270	\$	15,702

Cumulative costs for the 2010 and 2011 cost actions through December 31, 2011 totaled \$52.4 million, of which \$47.7 million was included in selling, general and administrative expenses and \$4.7 million was included in depreciation and amortization. Cumulative costs incurred by category for these actions through December 31, 2011 totaled \$30.2 million in employee separation costs, \$6.8 million in lease and facility exit costs, \$4.6 million in accelerated depreciation and \$10.8 million in other costs. Cumulative costs incurred by segment through December 31, 2011 totaled \$25.5 million in our early development segment, \$12.3 million in our late-stage development segment and \$14.6 million in corporate expenses.

The following table sets forth the rollforward of the 2010 and 2011 actions restructuring activity for the nine months ended September 30, 2012:

	Balance, Dec 31, 2011		Total Charges	Cash Payments	Other	Balance, Sep 30, 2012	
Employee separation costs	\$	5,908	\$	(4,679)	\$	(330)	\$ 899
Lease and facility exit costs		2,620		(1,614)		(51)	955
Other costs		1,834		(1,810)		(2)	22
Total	\$	10,362	\$	(8,103)	\$	(383)	\$ 1,876

Other costs include legal and professional fees, primarily associated with employee related matters and the outsourcing of certain functions, and other costs incurred in connection with transitioning services from sites being closed, including costs of transitioning information technology.

**9. Segment Information**

Covance has two reportable segments: early development and late-stage development. Early development services, which includes Covance's preclinical and clinical pharmacology service capabilities, involve evaluating a new compound for safety and early effectiveness as well as evaluating the absorption, distribution, metabolism and excretion of the compound in the human body. It is at this stage that a pharmaceutical company, based on available data, will generally decide whether to continue further development of a drug. Late-stage development services, which includes Covance's central laboratory, Phase II-IV clinical development and market access services, are geared toward demonstrating the clinical effectiveness of a compound in treating certain diseases or conditions, obtaining regulatory approval and maximizing the drug's commercial potential. The accounting policies of the reportable segments are the same as those described in Note 2.

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Segment revenues, operating income and total assets for the three and nine months ended September 30, 2012 and 2011 are as follows:

	Early Development	Late-Stage Development	Other Reconciling Items	Total
<b>Three months ended September 30, 2012</b>				
Total revenues from external customers	\$ 220,751	\$ 324,067	\$ 52,844(a)	\$ 597,662
Operating income	\$ 7,092(d)	\$ 64,429(e)	\$ (40,930)(b)	\$ 30,591
Total assets	\$ 1,134,956(f)	\$ 832,584	\$ 243,742(c)	\$ 2,211,282
<b>Three months ended September 30, 2011</b>				
Total revenues from external customers	\$ 240,222	\$ 303,032	\$ 35,622(a)	\$ 578,876
Operating income	\$ 33,163(d)	\$ 56,292(e)	\$ (38,432)(b)	\$ 51,023
Total assets	\$ 1,161,827	\$ 743,256	\$ 189,833(c)	\$ 2,094,916
<b>Nine months ended September 30, 2012</b>				
Total revenues from external customers	\$ 652,102	\$ 966,339	\$ 138,174(a)	\$ 1,756,615
Operating (loss) income	\$ (14,692)(d)	\$ 204,895(e)	\$ (117,419)(b)	\$ 72,784
Total assets	\$ 1,134,956(f)	\$ 832,584	\$ 243,742(c)	\$ 2,211,282
<b>Nine months ended September 30, 2011</b>				
Total revenues from external customers	\$ 696,085	\$ 867,375	\$ 90,601(a)	\$ 1,654,061
Operating income	\$ 87,648(d)	\$ 168,063(e)	\$ (114,033)(b)	\$ 141,678
Total assets	\$ 1,161,827	\$ 743,256	\$ 189,833(c)	\$ 2,094,916

(a) Represents revenues associated with reimbursable out-of-pocket expenses.

(b) Represents corporate expenses (primarily information technology, marketing, communications, human resources, finance, legal and stock-based compensation expense). Corporate expenses include restructuring costs of \$485 and \$776 for the three and nine months ended September 30, 2012, respectively, and restructuring costs of \$1,358 and \$5,234 for the three and nine months ended September 30, 2011, respectively.

(c) Represents corporate assets.

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(d) Early Development operating income includes restructuring costs of \$13,199 and costs associated with the expected settlement of an inventory supply agreement of \$4,000 for the three months ended September 30, 2012. Early Development operating (loss) income includes restructuring costs of \$22,396, an inventory impairment charge and costs associated with the expected settlement of an inventory supply agreement totaling \$24,781, and a goodwill impairment charge of \$17,959 for the nine months ended September 30, 2012. Early Development operating (loss) income includes restructuring costs of \$1,855 and \$6,745 for the three and nine months ended September 30, 2011, respectively.

(e) Late-Stage Development operating income includes restructuring costs of \$388 and \$567 for the three and nine months ended September 30, 2012, and restructuring costs of \$2,057 and \$3,723 for the three and nine months ended September 30, 2011, respectively.

(f) Early Development total assets were impacted by an inventory impairment charge of \$20,781, a goodwill impairment charge of \$17,959, an impairment of an equity investment of \$7,373 and the sale of an investment of \$3,223 as of September 30, 2012.

### **10. Subsequent Events**

Covance completed an evaluation of the impact of any subsequent events through the date these financial statements were issued, and determined there were no subsequent events requiring disclosure in or adjustment to these financial statements.

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

You should read the following discussion together with the unaudited Covance consolidated financial statements and the accompanying notes included in this Quarterly Report on Form 10-Q for the quarter ended September 30, 2012.

**Overview**

Covance is a leading drug development services company providing a wide range of early-stage and late-stage product development services on a worldwide basis primarily to the pharmaceutical, biotechnology and medical device industries. Covance also provides services such as laboratory testing to the chemical, agrochemical and food industries. The foregoing services comprise two reportable segments for financial reporting purposes: early development services, which includes preclinical and clinical pharmacology service offerings; and late-stage development services, which includes central laboratory, Phase II-IV clinical development and market access services. Although each segment has separate services within it, they can be and increasingly are, combined in integrated service offerings. Covance believes it is one of the largest drug development services companies, based on annual net revenues, and one of a few that is capable of providing comprehensive global product development services. Covance offers its clients high quality services designed to provide data to clients as rapidly as possible and reduce product development time. We believe this enables Covance's customers to introduce their products into the marketplace faster and as a result, maximize the period of market exclusivity and monetary return on their research and development investments. Additionally, Covance's comprehensive services and broad experience provide its customers with a variable cost alternative to fixed cost internal development capabilities.

**Critical Accounting Policies**

Covance's consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles ( GAAP ), which require management to make estimates and assumptions about future events that affect the amounts reported in the financial statements and the accompanying notes. Actual results could differ from these estimates. The following discussion highlights what we believe to be the critical accounting policies and judgments made in the preparation of these consolidated financial statements.

**Revenue Recognition.** Covance recognizes revenue either as services are performed or products are delivered, depending on the nature of the work contracted. Historically, a majority of Covance's net revenues have been earned under contracts which range in duration from a few months to two years, but can extend in duration up to five years or longer. Covance also has committed minimum volume arrangements with certain clients with initial terms that generally range in duration from three to ten years. Underlying these arrangements are individual project contracts for the specific services to be provided. These arrangements enable our clients to secure our services in exchange for which they commit to purchase an annual minimum dollar value ( volume ) of services. Under these types of arrangements, if the annual minimum volume commitment is not reached, the client is required to pay Covance for the shortfall. Progress towards the achievement of annual minimum volume commitments is monitored throughout the year. Annual minimum commitment shortfalls are not included in net revenues until the amount has been determined and agreed to by the client.

Covance does not have any individual significant contracts as pertains to revenue recognition. By way of background, at any point in time Covance is working on thousands of active client projects, which are governed by individual contracts. In addition, the Company has not had a

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single customer who accounted for more than ten percent of aggregate net revenues during any one of the last three years. Covance serves in excess of 1,000 biopharmaceutical companies and has over 23,000 active client projects. Most projects are customized based on the needs of the client, the type of services being provided, therapeutic indication of the drug, geographic locations and other variables. Project specific terms related to pricing, billing milestones and the scope and type of services to be provided are generally negotiated and contracted on a project-by-project basis.

Service contracts generally take the form of fee-for-service or fixed-price arrangements. In cases where performance spans multiple accounting periods, revenue is recognized as services are performed, measured on a proportional-performance basis, generally using output measures that are specific to the service provided. Examples of output measures in our early development segment include the number of slides read, dosings performed, or specimens prepared for preclinical laboratory services, or number of dosings or number of volunteers enrolled for clinical pharmacology. Examples of output measures in our late-stage development segment's Phase II-IV clinical development service offering include among others, number of investigators enrolled, number of sites initiated, number of patients enrolled and number of monitoring visits completed. Revenue is determined by dividing the actual units of work completed by the total units of work required under the contract and multiplying that percentage by the total contract value. The total contract value, or total contractual payments, represents the



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aggregate contracted price for each of the agreed upon services to be provided. Covance does not have any contractual arrangements spanning multiple accounting periods where revenue is recognized on a proportional-performance basis under which the Company has earned more than an immaterial amount of performance-based revenue (i.e. potential additional revenue tied to specific deliverables or performance). Changes in the scope of work are common, especially under long-term contracts, and generally result in a change in contract value. Once the client has agreed to the changes in scope and renegotiated pricing terms, the contract value is amended and revenue is recognized, as described above. Estimates of costs to complete are made to provide, where appropriate, for losses expected on contracts. Costs are not deferred in anticipation of contracts being awarded, but instead are expensed as incurred. For the nine months ended September 30, 2012, Covance did not experience a change in the estimates used to determine the amounts recognized as revenue (i.e. output measures or costs to complete) for any project resulting in a material impact on our financial position, results of operations or cash flows.

Billing schedules and payment terms are generally negotiated on a contract-by-contract basis. In some cases, Covance bills the client for the total contract value in progress-based installments as certain non-contingent billing milestones are reached over the contract duration, such as, but not limited to, contract signing, initial dosing, investigator site initiation, patient enrollment or database lock. The term *billing milestone* relates only to a billing trigger in a contract whereby amounts become billable and payable in accordance with a negotiated predetermined billing schedule throughout the term of a project. These billing milestones are not performance-based (i.e., potential additional arrangement consideration tied to specific deliverables or performance). In other cases, billing and payment terms are tied to the passage of time (e.g., monthly billings). In either case, the total contract value and aggregate amounts billed to the client would be the same at the end of the project. While Covance attempts to negotiate terms that provide for billing and payment of services prior or within close proximity to the provision of services, this is not always the case, as evidenced by fluctuations in the levels of unbilled receivables and unearned revenue from period to period. While a project is ongoing, cash payments are not necessarily representative of aggregate revenue earned at any particular point in time, as revenues are recognized when services are provided, while amounts billed and paid are in accordance with the negotiated billing and payment terms.

In some cases, payments received are in excess of revenue recognized. For example, a contract invoicing schedule may provide for an upfront payment of 10% of the full contract value upon contract signing, but at the time of signing, performance of services has not yet begun, and therefore, no revenue has yet been recognized. Payments received in advance of services being provided, such as in this example, are deferred as unearned revenue on the balance sheet. As the contracted services are subsequently performed and the associated revenue is recognized, the unearned revenue balance is reduced by the amount of revenue recognized during the period.

In other cases, services may be provided and revenue is recognized before the client is invoiced. In these cases, revenue recognized will exceed amounts billed, and the difference, representing an unbilled receivable, is recorded for this amount which is currently unbillable to the customer pursuant to contractual terms. Once the client is invoiced, the unbilled receivable is reduced for the amount billed, and a corresponding account receivable is recorded. All unbilled receivables are billable to customers within one year from the respective balance sheet date.

Most contracts are terminable by the client, either immediately or upon notice. These contracts often require payment to Covance of expenses to wind down the study, fees earned to date and, in some cases, a termination fee or a payment to Covance of some portion of the fees or profits that could have been earned by Covance under the contract if it had not been terminated early. Termination fees are included in net revenues when realization is assured.

**Bad Debts.** Covance endeavors to assess and monitor the creditworthiness of its customers to which it grants credit terms in the ordinary course of business. Covance maintains a provision for doubtful accounts relating to amounts due that may not be collected. This bad debt provision is monitored on a monthly basis and adjusted as circumstances warrant. Since the recorded bad debt provision is based upon management's judgment, actual bad debt write-offs may be greater or less than the amount recorded. Historically, bad debt write-offs have not been material.

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**Taxes.** Since Covance conducts operations on a global basis, its effective tax rate has and will continue to depend upon the geographic distribution of its pre-tax earnings among locations with varying tax rates. Covance's profits are further impacted by changes in the tax rates of the various jurisdictions in which Covance operates. In addition, Covance maintains a reserve for unrecognized tax benefits, changes to which could impact Covance's effective tax rate in the period such changes are made.

The Company recognizes a tax benefit from an uncertain tax position only if the Company believes it is more likely than not to be sustained upon examination based on the technical merits of the position. The amount of the accrual for which an exposure exists is measured as the largest amount of benefit determined on a cumulative probability basis that the Company believes is more likely than not to be realized upon ultimate settlement of the position. Components of the reserve are classified

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as either a current or long-term liability in the consolidated balance sheet based on when the Company expects each of the items to be settled. Covance accrues interest and penalties in relation to unrecognized tax benefits as a component of income tax expense.

As of September 30, 2012, the balance of the reserve for unrecognized tax benefits is \$7.6 million, including accrued interest of \$0.6 million, which is recorded as a long-term liability in other liabilities on the consolidated balance sheet. This reserve relates to exposures for income tax matters such as transfer pricing, nexus, and deemed income. The decrease in the reserve primarily relates to the settlement of various income tax audits across multiple jurisdictions.

The Company also maintains a tax reserve related to exposures for non-income tax matters including value-added tax, state sales and use and other taxes. The balance of this reserve at September 30, 2012 is \$1.1 million and is recorded as a current liability in accrued expenses and other current liabilities on the consolidated balance sheet.

While Covance believes it has identified all reasonably identifiable exposures and the reserve it has established for identifiable exposures is appropriate under the circumstances, it is possible that additional exposures exist and that exposures will be settled at amounts different than the amounts reserved. It is also possible that changes in facts and circumstances could cause Covance to either materially increase or reduce the carrying amount of its tax reserve.

Covance's policy is to provide income taxes on earnings of foreign subsidiaries only to the extent those earnings are taxable or are expected to be remitted. Covance's historical policy has been to leave its unremitted foreign earnings invested indefinitely outside the United States. Covance intends to continue to leave its unremitted foreign earnings invested indefinitely outside the United States. As a result, taxes have not been provided on any of the remaining accumulated foreign unremitted earnings as of September 30, 2012.

**Stock-Based Compensation.** The Company sponsors several stock-based compensation plans pursuant to which non-qualified stock options and restricted stock awards are granted to eligible employees. These plans are described more fully in Note 10 to our audited financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2011 and Note 7 to our consolidated financial statements in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 included elsewhere herein.

The grant-date fair value of awards expected to vest is expensed on a straight-line basis over the vesting period of the related awards. The grant-date fair value of stock awards is based upon the underlying price of the stock on the date of grant. The grant-date fair value of stock option awards must be determined using an option pricing model. Option pricing models require the use of estimates and assumptions as to (a) the expected term of the option, (b) the expected volatility of the price of the underlying stock, (c) the risk-free interest rate for the expected term of the option and (d) pre-vesting forfeiture rates. The Company uses the Lattice-Binomial option pricing formula for determining the grant-date fair value of stock option awards.

The expected term of the option is based upon the contractual term and expected employee exercise and expected post-vesting employment termination behavior. The expected volatility of the price of the underlying stock is based upon the volatility of the Company's stock computed over a period of time equal to the expected term of the option. The risk free interest rate is based upon the implied yields currently available from the U.S. Treasury zero-coupon yield curve for issues with a remaining duration equal to the expected term of the option. Pre-vesting forfeiture rates are estimated based upon past voluntary termination behavior and past option forfeitures.

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The following table sets forth the weighted-average assumptions used to calculate the fair value of options granted for the three and nine month periods ended September 30, 2012 and 2011:

	Three Months Ended September 30		Nine Months Ended September 30	
	2012	2011	2012	2011
Expected stock price volatility	38%	37%	38%	37%
Range of risk free interest rates	0.03% - 2.01%	0.10% - 3.62%	0.03% - 2.01%	0.10% - 3.62%
Expected life of options (years)	5.2	4.8	5.2	4.8

Changes in any of these assumptions could impact, potentially materially, the amount of expense recorded in future periods related to stock-based awards.

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**Impairment of Assets.** Covance reviews its long-lived assets other than goodwill and other indefinite lived intangible assets, for impairment when events or changes in circumstances occur that indicate that the carrying value of the asset may not be recoverable. The assessment of possible impairment is based upon Covance's judgment of its ability to recover the value of the asset from the expected future undiscounted cash flows of the related operations. Actual future cash flows may be greater or less than estimated. During the second quarter of 2012, Covance determined that the carrying value of its equity method investment in a supplier of research products was no longer recoverable based upon changes in the research product market. The impairment was determined to be other-than-temporary and Covance recorded a charge of \$7.4 million to write off the remaining carrying value of the equity investment as of June 30, 2012.

Covance performs an annual test for impairment of goodwill and other indefinite lived intangible assets during the fourth quarter. Covance tests goodwill for impairment at the reporting unit level only when, after completing a qualitative analysis, it is determined that it is more likely than not that the fair value of a reporting unit is below its carrying value. This test is performed by comparing the carrying value of the reporting unit to its fair value. Covance assesses fair value based upon its estimate of the present value of the future cash flows that it expects to be generated by the reporting unit. The most recent test for impairment performed for 2011 indicated that no reporting units were at significant risk for impairment. However, in the second quarter of 2012, Covance commenced actions to close its clinical pharmacology operations located in Basel, Switzerland and as a result determined the goodwill associated with the acquisition of the Basel clinic in March 2009 was impaired and recorded a charge of \$18.0 million to write off the carrying value of the goodwill as of June 30, 2012. The Basel clinic is part of Covance's Early Development segment and clinical pharmacology reporting unit, however, because the clinic was operated on a standalone basis and was not integrated into the reporting unit after its acquisition, the related goodwill was evaluated for impairment at the site level and not the reporting unit level. In light of the impairment recognized for the Basel clinic, the Company conducted an impairment analysis of the remaining goodwill in the clinical pharmacology reporting unit and determined there was no additional impairment resulting from this action. There were no other events or changes in circumstances through September 30, 2012 that warranted a reconsideration of our impairment test results. However, changes in expectations as to the present value of a reporting unit's future cash flows might impact subsequent years' assessments of impairment.

**Defined Benefit Pension Plans.** Covance sponsors defined benefit pension plans for the benefit of its employees at several foreign subsidiaries, as well as a non-qualified supplemental executive retirement plan and a post-employment retiree health and welfare plan for the benefit of eligible employees at certain U.S. subsidiaries. The measurement of the related benefit obligation and net periodic benefit cost recorded each year is based upon actuarial computations which require the use of judgment as to certain assumptions. The more significant of these assumptions are: (a) the appropriate discount rate to use in computing the present value of the benefit obligation; (b) the expected return on plan assets (for funded plans); and (c) the expected future rate of salary increases (for pay-related plans). Actual results (such as the return on plan assets, future rate of salary increases and plan participation rates) will likely differ from the assumptions used. Those differences, along with changes that may be made in the assumptions used from period to period, will impact the amounts reported in the financial statements and footnote disclosures.

Set forth below is a discussion of the impact that (a) differences between assumed results and actual results and (b) assumption changes have had on our results of operations for the years ended December 31, 2011, 2010 and 2009 and on the financial position of the plans as of December 31, 2011 and 2010 for our United Kingdom defined benefit pension plans (the largest of our defined benefit-type pension plans).

(dollars in millions)	United Kingdom Plans			
	2011	2010	2009	2008
Net periodic pension cost	\$ 1.6	\$ 1.6	\$ 2.0	\$ 3.4
Assumptions used to determine net periodic pension cost:				
Discount rate	5.20%	5.75%	6.25%	5.50%
Expected rate of return on assets	6.50%	6.75%	6.75%	6.75%
Salary increases	4.50%	4.50%	4.25%	4.25%



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The movement in the net periodic benefit cost from period to period is attributable to the following:

(dollars in millions)	United Kingdom Plans		
	2010 to 2011	2009 to 2010	2008 to 2009
Change in discount rate	\$ 2.1	\$ 1.3	\$ (2.2)
Change in rate of salary increases		(0.1)	
Other, including differences between actual experience and assumptions used	(2.1)	(1.6)	1.4
Foreign currency exchange rate changes			(0.6)
Net change in periodic benefit cost	\$	\$ (0.4)	\$ (1.4)

Assumptions used to determine benefit obligation:	United Kingdom Plans		
	2011	2010	2009
Discount rate	4.60%	5.20%	5.75%
Salary increases	4.00%	4.50%	4.50%

The change in the projected benefit obligation from period to period is attributable to the following:

(dollars in millions)	United Kingdom Plans		
	2010 to 2011	2009 to 2010	
Projected benefit obligation, beginning of year	\$ 156.6	\$ 139.9	
Service/interest cost components of net periodic benefit cost in year	12.7	11.4	
Benefits paid	(2.3)	(2.4)	
Actuarial loss:			
Decrease in discount rate	23.8	20.0	
Other, including differences between actual experience and assumptions used	(25.0)	(7.8)	
Foreign currency exchange rate changes	1.9	(4.5)	
Projected benefit obligation, end of year	\$ 167.7	\$ 156.6	

**Foreign Currency Risks**

Since Covance operates on a global basis, it is exposed to various foreign currency risks. Two specific risks arise from the nature of certain contracts. The first risk can occur when Covance executes contracts with its customers where the contracts are denominated in a currency different than the local currencies of the Covance subsidiaries performing work under the contracts. As a result, revenue recognized for services rendered may be denominated in a currency different from the currencies in which the subsidiaries' expenses are incurred. Fluctuations in exchange rates (from those in effect at the time the contract is executed and pricing is established to the time services are rendered and revenue is recognized) can affect the subsidiary's net revenues and resultant earnings. This risk is generally applicable only to a portion of the contracts executed by Covance's subsidiaries providing clinical services. Historically, fluctuations in exchange rates from those in effect at the time contracts were executed have not had a material effect upon Covance's consolidated financial results. See Risk Factors .

We also have other cross-currency contracts executed by other Covance subsidiaries where the foreign currency amounts billed are determined by converting local currency revenue amounts to the contract billing currency using the exchange rates in effect at the time services are

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rendered. These contracts do not give rise to foreign currency denominated revenue and local currency denominated expenses, but they do give rise to a second type of risk. This second type of risk results from the passage of time between the invoicing of customers under both of these types of contracts and the ultimate collection of customer payments against such invoices. Because such invoices are denominated in a currency other than the subsidiary's local currency, Covance recognizes a receivable at the time of invoicing for the local currency equivalent of the foreign currency invoice.



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amount as of the invoice date. Subsequent changes in exchange rates from the time the invoice is prepared to the time payment from the customer is received will result in Covance receiving either more or less in local currency than the local currency equivalent of the invoice amount at the time the invoice was prepared and the receivable was recorded. This difference is recognized by Covance as a foreign currency transaction gain or loss, as applicable, in the consolidated statements of income.

Finally, Covance's consolidated financial statements are denominated in U.S. dollars. Accordingly, changes in exchange rates between the applicable foreign currency and the U.S. dollar will affect the translation of each foreign subsidiary's financial results into U.S. dollars for purposes of reporting Covance's consolidated financial results. The process by which each foreign subsidiary's financial results are translated into U.S. dollars is as follows: income statement accounts are translated at average exchange rates for the period; balance sheet asset and liability accounts are translated at end of period exchange rates; and equity accounts are translated at historical exchange rates. Translation of the balance sheet in this manner affects the stockholders' equity account, referred to as the cumulative translation adjustment account. This account exists only in the foreign subsidiary's U.S. dollar balance sheet and is necessary to keep the foreign balance sheet stated in U.S. dollars in balance. At September 30, 2012, accumulated other comprehensive income on the consolidated balance sheet includes the cumulative translation account balance of \$42.3 million.

**Operating Expenses and Reimbursable Out-of-Pockets**

Covance segregates its recurring operating expenses among four categories: cost of revenue; reimbursable out-of-pocket expenses; selling, general and administrative expenses; and depreciation and amortization. Cost of revenue includes direct labor and related benefits, other direct costs, shipping and handling fees, and an allocation of facility charges and information technology costs, and excludes depreciation and amortization. Cost of revenue, as a percentage of net revenues, tends and is expected to fluctuate from one period to another, as a result of changes in labor utilization and the mix of service offerings involving thousands of studies conducted during any period of time. Selling, general and administrative expenses consist primarily of administrative payroll and related benefit charges, advertising and promotional expenses, administrative travel and an allocation of facility charges and information technology costs, and excludes depreciation and amortization.

In connection with the management of multi-site clinical trials, Covance pays on behalf of its customers fees to investigators, volunteers and other out-of-pocket costs (such as for travel, printing, meetings, couriers, etc.), for which it is reimbursed at cost, without mark-up or profit. Investigator fees are not reflected in total revenues or expenses where Covance acts in the capacity of an agent on behalf of the pharmaceutical company sponsor, passing through these costs without risk or reward to Covance. All other out-of-pocket costs are included in total revenues and expenses.

**Quarterly Results**

Covance's quarterly operating results are subject to variation, and are expected to continue to be subject to variation, as a result of factors such as (1) delays in initiating or completing significant drug development trials, (2) termination or reduction in size of drug development trials, (3) acquisitions and divestitures, (4) changes in the mix of our services, and (5) exchange rate fluctuations. Delays and terminations of trials are often the result of actions taken by Covance's customers or regulatory authorities and are not typically controllable by Covance. Since a large amount of Covance's operating costs are relatively fixed while revenue is subject to fluctuation, moderate variations in the commencement, progress or completion of drug development trials may cause significant variations in quarterly results.

**Results of Operations**

*Three Months Ended September 30, 2012 Compared with Three Months Ended September 30, 2011.* Net revenues totaling \$544.8 million for the three months ended September 30, 2012 increased 0.3%, or 4.1% excluding the unfavorable impact of foreign exchange rate variances between both periods, as compared to \$543.3 million for the corresponding 2011 period. Net revenues from Covance's early development segment decreased 8.1%, or 7.2% excluding the unfavorable impact of foreign exchange rate variances between both periods. The decline in the early development segment was due primarily to lower volumes in toxicology, resulting in part from the closure of the Company's Arizona and Virginia sites, research products and clinical pharmacology services. Net revenues from Covance's late-stage development segment increased 6.9%, or 13.1% excluding the unfavorable impact of foreign exchange rate variances between both periods. Growth in the late-stage development segment was led by the strong performance of our Phase II-IV clinical development services and increased volume in our central laboratory services, which was partially offset by decreased volume in our market access services.

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Cost of revenue increased 1.7% to \$389.7 million or 71.5% of net revenues for the three months ended September 30, 2012 as compared to \$383.3 million or 70.6% of net revenues for the corresponding 2011 period. Gross margins decreased by 90 basis points to 28.5% for the three months ended September 30, 2012 from 29.4% for the corresponding 2011 period due primarily to a charge for costs associated with the expected settlement of an inventory supply agreement of \$4.0 million (or 0.7% of net revenues).

Overall, selling, general and administrative expenses increased 16.1% to \$94.4 million for the three months ended September 30, 2012 from \$81.3 million for the corresponding 2011 period. As a percentage of net revenues, selling, general and administrative expenses increased by 230 basis points to 17.3% for the three months ended September 30, 2012 from 15.0% for the corresponding 2011 period. Included in selling, general and administrative expenses during the three months ended September 30, 2012 is \$13.0 million (or 2.4% of net revenues) in costs associated with the 2012 restructuring actions to better align capacity to preclinical market demand and further improve profitability going forward. These actions include the closure of the Company's toxicology facility in Chandler, Arizona, its clinical pharmacology facilities in Honolulu, Hawaii and Basel, Switzerland, as well as a capacity and workforce reduction in Muenster, Germany and in its corporate and functional support infrastructure. Included in selling, general and administrative expense during the three months ended September 30, 2011 was \$4.2 million (or 0.8% of net revenues) in costs associated with the 2011 restructuring initiatives to rationalize capacity, reduce the cost of overhead and support functions and to streamline processes. Selling, general and administrative expenses as a percentage of net revenues can and does vary depending on the timing and nature of various professional fees and other discretionary spending.

Depreciation and amortization increased 9.1% to \$30.1 million for the three months ended September 30, 2012 from \$27.6 million for the corresponding 2011 period. As a percentage of net revenues, depreciation and amortization increased by 40 basis points to 5.5% for the three months ended September 30, 2012, from 5.1% for the corresponding 2011 period. Depreciation and amortization during the three months ended September 30, 2012 includes \$1.1 million (or 0.2% of net revenues) in accelerated depreciation associated with the 2012 restructuring actions described above. Depreciation and amortization during the three months ended September 30, 2011 included \$1.1 million (or 0.2% of net revenues) in accelerated depreciation associated with the 2011 restructuring initiatives also described above. The balance of the increase results from depreciation on assets placed in service over the last year.

Income from operations decreased 40.0% to \$30.6 million (or 5.6% of net revenues) for the three months ended September 30, 2012, from \$51.0 million (or 9.4% of net revenue) for the corresponding 2011 period. Income from operations for the three months ended September 30, 2012 included restructuring charges of \$14.1 million (or 2.6% of net revenues) and costs associated with the expected settlement of an inventory supply agreement of \$4.0 million (or 0.7% of net revenues). Income from operations for the three months ended September 30, 2011 included \$5.3 million (or 1.0% of net revenues) in costs associated with the 2011 restructuring initiatives described above.

Income from operations from Covance's early development segment for the three months ended September 30, 2012 decreased 78.6% or \$26.1 million to \$7.1 million, compared to \$33.2 million for the corresponding 2011 period. As a percentage of net revenues, early development results of operations declined from 13.8% of early development net revenues in the three months ended September 30, 2011 to 3.2% in the corresponding 2012 period. The decline in results of operations in Covance's early development segment for the three months ended September 30, 2012 was primarily driven by restructuring and other charges of \$17.2 million (or 7.8% of segment net revenues) during the 2012 three month period versus \$1.9 million (or 0.8% of segment net revenues) during the 2011 three month period, coupled with the lower revenue in toxicology, research products and clinical pharmacology services described above.

Income from operations from Covance's late-stage development segment for the three months ended September 30, 2012 increased 14.5% or \$8.1 million to \$64.4 million as compared to \$56.3 million for the corresponding 2011 period. As a percentage of net revenues, late-stage development income from operations increased 130 basis points from 18.6% of late-stage development net revenues in the three month period ended September 30, 2011 to 19.9% of net revenues in the corresponding 2012 period, driven by the increase in revenue in both Phase II-IV clinical development and central laboratories, partially offset by the decrease in revenue from market access services. Income from operations

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for the three months ended September 30, 2012 includes restructuring charges of \$0.4 million (or 0.1% of segment net revenues). Income from operations from Covance's late-stage development segment for the three months ended September 30, 2011 included \$2.1 million (or 0.7% of segment net revenues) in costs associated with the 2011 restructuring initiatives described above.

Corporate expense increased \$2.5 million to \$40.9 million or 7.5% of net revenues for the three months ended September 30, 2012 as compared to \$38.4 million or 7.1% of net revenues for the corresponding 2011 period. Corporate expenses for the

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three months ended September 30, 2012 includes restructuring charges of \$0.5 million (or 0.1% of net revenues) while corporate expenses for the three months ended September 30, 2011 included \$1.3 million (or 0.3% of net revenues) in restructuring charges. Also included in corporate expense is stock-based compensation expense which totaled \$10.4 million or 1.9% of net revenues for each of the three months ended September 30, 2012 and 2011.

Other income, net increased \$1.4 million to \$0.3 million for the three months ended September 30, 2012 from an expense of \$1.1 million for the corresponding 2011 period. The primary driver of the increase is a gain on sale of investment of \$1.5 million in the three months ended September 30, 2012. Net interest expense increased \$0.6 million to \$0.9 million during the 2012 period from \$0.3 million in the corresponding 2011 period. Net foreign exchange transaction losses decreased \$0.5 million, to \$0.3 million during the 2012 period from \$0.8 million in the corresponding 2011 period.

Covance's effective tax rate for the three months ended September 30, 2012 was a benefit of 22.6% compared to a provision of 19.6% for the corresponding 2011 period. Covance's effective tax rate for the three months ended September 30, 2012 includes a net tax benefit of \$10.7 million primarily associated with the settlement of various income tax audits across multiple jurisdictions, \$0.8 million associated with a reduction in the United Kingdom income tax rate, which resulted in a decrease in the Company's United Kingdom net deferred tax liabilities and a \$5.7 million benefit related to \$18.1 million of 2012 restructuring cost actions and other charges. Covance's effective tax rate for the three months ended September 30, 2011 included a tax benefit of \$1.9 million on \$5.3 million in restructuring charges and a net tax benefit of \$0.7 million associated primarily with a reduction in the future United Kingdom income tax rate, which resulted in a decrease in the Company's United Kingdom net deferred tax liabilities. The remaining year-over-year decrease in Covance's effective tax rate is attributable primarily to a shift in the mix of our pre-tax earnings across various tax jurisdictions and to the impact of tax planning initiatives.

Covance has a 47% minority equity position in Noveprim Limited (Noveprim), a supplier of research products. For the three months ended September 30, 2012, Covance did not recognize any share of Noveprim's results, as the Company suspended equity accounting for this investment effective June 30, 2012 as the carrying value of its investment is zero. For the three months ended September 30, 2011, Covance recognized income of \$0.5 million, representing its share of Noveprim's earnings, net of the elimination of profit on inventory purchased from Noveprim and still on hand at Covance.

Net income of \$37.8 million for the three months ended September 30, 2012 decreased \$2.9 million or 7.0% as compared to \$40.7 million for the corresponding 2011 period. Net income for the three months ended September 30, 2012 includes \$9.6 million, net of tax, of restructuring charges and \$2.8 million, net of tax, of costs associated with the expected settlement of an inventory supply agreement, partially offset by a benefit of \$11.5 million for favorable tax items and a \$1.0 million gain, net of tax on the sale of an investment. The net income in the three months ended September 30, 2011 included restructuring charges totaling \$3.4 million, net of tax, and \$0.7 million in favorable tax items.

***Nine months Ended September 30, 2012 Compared with Nine months Ended September 30, 2011.*** Net revenues totaling \$1.62 billion for the nine months ended September 30, 2012 increased 3.5%, or 5.6% excluding the unfavorable impact of foreign exchange rate variances between both periods, as compared to \$1.56 billion for the corresponding 2011 period. Net revenues from Covance's early development segment decreased 6.3%, or 5.6% excluding the unfavorable impact of foreign exchange rate variances between both periods. The decline in the early development segment was due primarily to lower volumes in toxicology, resulting in part from the closure of the Company's Arizona and Virginia sites, and research products. Net revenues from Covance's late-stage development segment increased 11.4%, or 14.6% excluding the unfavorable impact of foreign exchange rate variances between both periods. Growth in the late-stage development segment was led by the strong performance of our Phase II-IV clinical development services and increased volume in our central laboratory services, which was partially offset by decreased volume in our market access services.

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Cost of revenue increased 7.2% to \$1.2 billion or 72.6% of net revenues for the nine months ended September 30, 2012 as compared to \$1.1 billion or 70.0% of net revenues for the corresponding 2011 period. Gross margins decreased by 260 basis points to 27.4% for the nine months ended September 30, 2012 from 30.0% for the corresponding 2011 period due to an inventory impairment charge to write down certain preclinical inventory and costs associated with the expected settlement of an inventory supply agreement of \$24.8 million (or 1.5% of net revenues) and the volume decrease in early development, which was only partially offset by strength in late-stage services.

Overall, selling, general and administrative expenses increased 7.6% to \$266.0 million for the nine months ended September 30, 2012 from \$247.3 million for the corresponding 2011 period. As a percentage of net revenues, selling, general and administrative expenses increased by 60 basis points to 16.4% for the nine months ended September 30, 2012 from 15.8%

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for the corresponding 2011 period. Included in selling, general and administrative expenses during the nine months ended September 30, 2012 is \$21.4 million (or 1.3% of net revenues) in costs associated with the 2012 restructuring actions to better align capacity to preclinical market demand and further improve profitability going forward. These actions include the closure of the Company's toxicology facility in Chandler, Arizona, its clinical pharmacology facilities in Honolulu, Hawaii and Basel, Switzerland, as well as a capacity and workforce reduction in Muenster, Germany and in its corporate and functional support infrastructure. Included in selling, general and administrative expense during the nine months ended September 30, 2011 was \$13.8 million (or 0.9% of net revenues) in costs associated with the 2011 restructuring initiatives to rationalize capacity, reduce the cost of overhead and support functions and to streamline processes. Selling, general and administrative expenses as a percentage of net revenues can and does vary depending on the timing and nature of various professional fees and other discretionary spending.

Depreciation and amortization increased 10.1% to \$87.3 million for the nine months ended September 30, 2012 from \$79.3 million for the corresponding 2011 period. As a percentage of net revenues, depreciation and amortization increased by 30 basis points to 5.4% for the nine months ended September 30, 2012 from 5.1% for the corresponding 2011 period. Depreciation and amortization during the nine months ended September 30, 2012 includes \$2.3 million (or 0.1% of net revenues) in accelerated depreciation associated with the 2012 restructuring actions described above. Depreciation and amortization during the nine months ended September, 2011 included \$1.9 million (or 0.1% of net revenues) in accelerated depreciation associated with the 2011 restructuring initiatives also described above. The balance of the increase results from depreciation on assets placed in service over the last year.

Income from operations decreased 48.6% to \$72.8 million or 4.5% of net revenues for the nine months ended September 30, 2012 from \$141.7 million or 9.1% of net revenues for the corresponding 2011 period. Income from operations for the nine months ended September 30, 2012 includes a goodwill impairment charge of \$18.0 million (or 1.1% of net revenues) related to the Basel clinic, which is included in our early development segment results, as well as the restructuring charges of \$23.7 million (or 1.5% of net revenues) and the inventory impairment charge and costs associated with the expected settlement of an inventory supply agreement totaling \$24.8 million (or 1.5% of net revenues) discussed above. Income from operations for the nine months ended September 30, 2011 included \$15.7 million (or 1.0% of net revenues) in costs associated with the 2011 restructuring initiatives described above.

Results of operations from Covance's early development segment for the nine months ended September 30, 2012 decreased \$102.3 million to a loss of \$14.7 million, compared to income of \$87.6 million for the corresponding 2011 period. As a percentage of net revenues, early development results of operations declined from 12.6% of early development net revenues in the nine months ended September 30, 2011 to (2.3%) in the corresponding 2012 period. The decline in results of operations in Covance's early development segment for the nine months ended September 30, 2012 was primarily driven by restructuring and other charges of \$22.4 million (or 3.4% of segment net revenues) during the 2012 nine month period versus \$6.7 million (or 1.0% of segment net revenues) during the 2011 nine month period, the goodwill impairment charge of \$18.0 million (or 2.8% of segment net revenues) and the inventory impairment charge and costs associated with the expected settlement of an inventory supply agreement totaling \$24.8 million (or 3.8% of segment net revenues), coupled with the lower revenue in toxicology and research products described above.

Income from operations from Covance's late-stage development segment for the nine months ended September 30, 2012 increased 21.9% or \$36.8 million to \$204.9 million as compared to \$168.1 million for the corresponding 2011 period. As a percentage of net revenues, late-stage development income from operations increased 180 basis points from 19.4% of late-stage development net revenues in the nine month period ended September 30, 2011 to 21.2% of net revenues in the corresponding 2012 period, driven by the increase in revenue in both Phase II-IV clinical development and central laboratories, partially offset by the decrease in revenue in market access services. Income from operations for the nine months ended September 30, 2012 includes restructuring charges of \$0.6 million (or 0.1% of segment net revenues). In addition, income from operations from Covance's late-stage development segment for the nine months ended September 30, 2011 included \$3.7 million (or 0.4% of segment net revenues) in costs associated with the 2011 restructuring initiatives described above.

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Corporate expense increased \$3.4 million to \$117.4 million or 7.3% of net revenues for the nine months ended September 30, 2012 as compared to \$114.0 million or 7.3% of net revenues for the corresponding 2011 period. Corporate expenses for the nine months ended September 30, 2012 includes restructuring charges of \$0.8 million (or 0.05% of net revenues) while corporate expenses for the nine months ended September 30, 2011 included \$5.2 million (or 0.3% of net revenues) in restructuring charges. Also included in corporate expense is stock-based compensation expense which totaled \$29.8 million or 1.8% of net revenues for the nine months ended September 30, 2012, as compared to \$29.3 million or 1.9% of net revenues for the corresponding 2011 period.



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Other expense, net increased \$7.2 million to \$9.7 million for the nine months ended September 30, 2012 from \$2.5 million for the corresponding 2011 period. The primary driver of the increase is an impairment charge of \$7.4 million associated with an equity method investment in a supplier of research products recorded in the 2012 period. Net interest expense increased \$0.8 million to \$2.4 million during the 2012 period from \$1.6 million for the corresponding 2011 period. Net foreign exchange transaction losses increased \$0.4 million, to \$1.3 million during the 2012 period from \$0.9 million in the corresponding 2011 period. Partially offsetting the increase in expense was a gain on the sale of an investment of \$1.5 million during the 2012 period.

Covance's effective tax rate for the nine months ended September 30, 2012 was 3.5% compared to 20.4% for the corresponding 2011 period. Covance's effective tax rate for the nine months ended September 30, 2012 includes a net tax benefit of \$10.7 million primarily associated with the settlement of various income tax audits across multiple jurisdictions, \$0.8 million associated with a reduction in the United Kingdom income tax rate, which resulted in a decrease in the Company's United Kingdom net deferred tax liabilities and a \$15.2 million benefit related to \$48.5 million of 2012 restructuring cost actions and other charges. There was no tax benefit recorded for either the \$18.0 million goodwill impairment or the \$7.4 million equity investment impairment. Covance's effective tax rate for the nine months ended September 30, 2011 included a tax benefit of \$5.6 million on \$15.7 million in restructuring charges and a net tax benefit of \$0.7 million associated primarily with a reduction in the future United Kingdom income tax rate, which resulted in a decrease in the Company's United Kingdom net deferred tax liabilities. The remaining year-over-year decrease in Covance's effective tax rate is attributable primarily to a shift in the mix of our pre-tax earnings across various tax jurisdictions and to the impact of tax planning initiatives.

Covance has a 47% minority equity position in Noveprim Limited (Noveprim), a supplier of research products. For the nine months ended September 30, 2012, Covance recognized income of \$17 thousand versus \$0.3 million in the corresponding 2011 period, representing its share of Noveprim's earnings, net of the elimination of profit on inventory purchased from Noveprim and still on hand at Covance. The Company suspended equity accounting for this investment effective June 30, 2012 as the carrying value of its investment is zero.

Net income of \$60.8 million for the nine months ended September 30, 2012 decreased \$50.2 million or 45.2% as compared to \$111.0 million for the corresponding 2011 period. Net income for the nine months ended September 30, 2012 includes \$42.5 million, net of tax, of impairment charges for goodwill, inventory and an equity investment, as well as costs associated with the expected settlement of an inventory supply agreement. In addition, the nine months ended September 30, 2012 includes \$16.2 million, net of tax, of restructuring charges, partially offset by a tax benefit of \$11.5 million of favorable tax items and a \$1.0 million gain, net of tax on the sale of an investment. Net income for the nine months ended September 30, 2011 included restructuring charges totaling \$10.1 million, net of tax.

**Liquidity and Capital Resources**

Cash and cash equivalents at September 30, 2012 and December 31, 2011 were \$441.4 million and \$389.1 million, respectively. Amounts held by foreign subsidiaries were approximately \$419 million and \$367 million at September 30, 2012 and December 31, 2011, respectively, primarily in Swiss Francs, British Pounds and Euros. Foreign cash balances generally result from unremitted foreign earnings, which the Company intends to leave invested indefinitely outside of the United States. If the Company were to remit such earnings to the United States, it would be subject to additional United States income taxes. Amounts are principally invested in short-term money market funds and bank deposits with major financial institutions which carry a Moody's rating of A1 P1 or better. Covance's expected primary cash needs on both a short and long-term basis are for capital expenditures, expansion of services, possible future acquisitions, geographic expansion, working capital and other general corporate purposes, including possible share repurchases. On March 7, 2012, Covance amended its credit facility, which was not due to expire until October 2015, in order to, in part, provide sufficient liquidity to finance purchases under its recently authorized share buyback program, as well as to secure more favorable financing rates. The amended credit agreement (the Credit Agreement) provides for a revolving credit facility of up to \$500 million. At September 30, 2012, there were \$340 million of outstanding borrowings and \$2.9 million of outstanding letters of credit under the Credit Agreement. At December 31, 2011, there were \$30 million of outstanding borrowings and \$2.6

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million of outstanding letters of credit under the previous credit agreement. Interest on all outstanding borrowings under the Credit Agreement varies in accordance with the terms of the Credit Agreement and is presently based upon the London Interbank Offered Rate plus a margin of 125 basis points. Interest on all outstanding borrowings under the previous credit agreement was based upon the London Interbank Offered Rate plus a margin of 200 basis points. Interest on outstanding borrowings approximated 1.50% per annum and 1.60% per annum during the three and nine months ended September 30, 2012, respectively. Interest on outstanding borrowings approximated 2.22% per annum and 2.33% per annum during the three and nine months ended September 30, 2011, respectively. Costs associated with the Credit Agreement, which expires in March 2017, consisted primarily of bank and legal

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fees totaling \$1.9 million and are being amortized over the five-year term. The Credit Agreement contains various financial and other covenants and is collateralized by guarantees of certain of Covance's domestic subsidiaries and a pledge of 65 percent of the capital stock of certain of Covance's foreign subsidiaries. At September 30, 2012, Covance was in compliance with the terms of the Credit Agreement. Covance believes cash on hand plus cash from operations and available borrowings under the Credit Agreement will provide sufficient liquidity for the foreseeable future.

During the nine months ended September 30, 2012, Covance's operations provided net cash of \$152.9 million, an increase of \$11.9 million from the corresponding 2011 period. The change in net operating assets, net of business sold, used \$45.3 million in cash during the nine months ended September 30, 2012, primarily due to a net increase in other assets and liabilities, unbilled services and accounts receivable, partially offset by an increase in unearned revenue. The change in net operating assets, net of business acquired, used \$69.0 million in cash during the nine months ended September 30, 2011, primarily due to an increase in unbilled services, accounts receivable, and other assets and liabilities, net, as well as a reduction in income taxes payable, partially offset by an increase in accrued liabilities. Covance's ratio of current assets to current liabilities was 1.34 at September 30, 2012 and 2.02 at December 31, 2011.

Investing activities for the nine months ended September 30, 2012 used \$99.5 million, compared to \$86.5 million for the corresponding 2011 period. Capital spending for the first nine months of 2012 totaled \$105.2 million, and was primarily for ongoing information technology projects, upgrade of existing equipment, and the purchase of new equipment, hardware and software. Approximately \$52.7 million of capital spending in the first nine months of 2012 represents expenditures associated with assets that have not yet been placed in service at September 30, 2012. In addition, the Company received proceeds of approximately \$4.7 million upon the sale of its holdings in Caprion in the nine months ended September 30, 2012. Capital spending for the corresponding 2011 period totaled \$86.3 million, and was primarily for ongoing information technology projects, upgrade of existing equipment, and the purchase of new equipment, hardware and software.

Financing activities for the nine months ended September 30, 2012 used \$6.7 million, compared to \$41.8 million in the corresponding 2011 period. Cash received from financing activities during the nine months ended September 30, 2012 included \$310 million of net borrowings under the Credit Agreement, \$5.3 million in proceeds from the exercise of stock options and \$0.5 million in excess tax benefits realized on the exercise of stock options. Partially offsetting these items was \$314.8 million used to purchase 6,653,971 shares of common stock into treasury in connection with share buyback programs authorized by Covance's Board of Directors and \$7.7 million for the purchase into treasury of 159,799 shares in connection with employee benefit plans, for an aggregate cost of \$322.5 million. During the nine months ended September 30, 2011, cash used for financing activities included the repayment and retirement of \$97.5 million of outstanding debt on the term loan portion of the prior credit agreement. In addition, \$7.7 million was used to purchase into treasury 134,384 shares of common stock in connection with employee benefit plans. Partially offsetting these items were net borrowings of \$55.0 million on the revolver portion of the prior credit agreement, \$6.0 million in proceeds from the exercise of stock options, \$1.6 million from employee contributions to the Company's employee stock purchase plan and \$0.8 million in excess tax benefits realized on the exercise of stock options.

**Inflation**

While most of Covance's net revenues are earned under contracts, the long-term contracts (those in excess of one year) generally include an inflation or cost of living adjustment for the portion of the services to be performed beyond one year from the contract date. As a result, Covance believes that the effects of inflation generally do not have a material adverse effect on its operations or financial condition.



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**Forward-Looking Statements.** *Statements in this Management's Discussion and Analysis of Financial Condition and Results of Operations, as well as in certain other parts of this Quarterly Report on Form 10-Q that look forward in time, are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, expectations, predictions, and assumptions and other statements which are other than statements of historical facts. All such forward-looking statements are based on the current expectations of management and are subject to, and are qualified by, risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. These risks and uncertainties include, without limitation, competitive factors, outsourcing trends in the pharmaceutical industry, levels of industry research and development spending, the Company's ability to continue to attract and retain qualified personnel, the fixed price nature of contracts or the loss or delay of large studies, risks associated with acquisitions and investments, the Company's ability to increase order volume, the pace of translation of orders into revenue in late-stage development services, testing mix and geographic mix of kit receipts in central laboratories, fluctuations in currency exchange rates, the realization of savings from the Company's announced restructuring actions, the cost and pace of completion of our information technology projects and the realization of benefits therefrom, and other factors described in Covance's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K.*

**Item 3. Quantitative and Qualitative Disclosure About Market Risk**

For the nine months ended September 30, 2012, approximately 48% of our net revenues were derived from our operations outside the United States. We do not engage in material or long-term derivative or hedging activities related to our potential foreign exchange exposures. See Management's Discussion and Analysis of Financial Condition and Results of Operations Foreign Currency Risks for a more detailed discussion of our foreign currency risks and exposures.

Covance's short-term investments are with major financial institutions which carry a Moody's rating of A1 P1 or better. These short-term investments are in bank deposits and money market funds which can be readily purchased and sold using established markets. Covance's cash investment policy is to maximize utilization of excess cash according to the following specific criteria (in order of priority): (1) preserve capital (minimize financial market risk); (2) maintain liquidity; (3) manage foreign exchange rate exposure (internal hedging); (4) maximize rate of return; and (5) enhance strategic relationships with select financial institutions. Covance also has strong operating cash flow and ready access to credit available under its Credit Agreement.

**Item 4. Controls and Procedures**

Disclosure controls and procedures. The Company's Principal Executive Officer and Principal Financial Officer have reviewed and evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered in this report. Based on that evaluation, the Principal Executive Officer and the Principal Financial Officer have concluded that the Company's current disclosure controls and procedures are effective. There have been no significant changes in the Company's internal control over financial reporting during the third quarter of 2012 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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**Part II. Other Information**

**Item 1A. Risk Factors**

This section discusses various risk factors that are attendant with our business and the provision of our services. If the events outlined below were to occur individually or in the aggregate, our business, results of operations, financial condition, and cash flows could be materially adversely affected.

**Changes in government regulation or in practices relating to the pharmaceutical industry could decrease the need for the services we provide.**

Governmental agencies throughout the world, including in the United States, strictly regulate the drug development process. Our business involves helping pharmaceutical and biotechnology companies navigate the regulatory drug approval process. Changes in regulation, such as a relaxation in regulatory requirements or the introduction of simplified drug approval procedures, or an increase in regulatory requirements that we have difficulty satisfying or that make our services less competitive, could eliminate or substantially reduce the demand for our services. Also, if government efforts contain drug costs and impact pharmaceutical and biotechnology company profits from new drugs, our customers may spend less, or reduce their growth in spending on research and development. If health insurers were to change their practices with respect to reimbursements for pharmaceutical products, our customers may spend less, or reduce their growth in spending on research and development.

**Failure to comply with existing regulations could result in a loss of revenue or earnings or in increased costs.**

Any failure on our part to comply with applicable regulations could result in the termination of on-going research or the disqualification of data for submission to regulatory authorities. For example, if we were to fail to properly monitor compliance by clinical trial investigators with study protocols, the data collected from that trial could be disqualified. If this were to happen, we could be contractually required to repeat the trial at no further cost to our customer, but at substantial cost to us, or could be exposed to a lawsuit seeking substantial monetary damages.

**We may bear financial losses because most of our contracts are of a fixed price nature and may be delayed or terminated or reduced in scope for reasons beyond our control.**

Many of our contracts provide for services on a fixed price or fee-for-service with a cap basis and they may be terminated or reduced in scope either immediately or upon notice. Cancellations may occur for a variety of reasons, including:

- the failure of products to satisfy safety requirements;

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- unexpected or undesired results of the products;
- insufficient patient enrollment;
- insufficient investigator recruitment;
- the client's decision to terminate the development of a product or to end a particular study; and
- our failure to perform properly our duties under the contract.

The loss, reduction in scope or delay of a large contract or the loss or delay of multiple contracts could materially adversely affect our business, although our contracts often entitle us to receive the costs of winding down the terminated projects, as well as all fees earned by us up to the time of termination.

### **We may bear financial risk if we underprice our contracts or overrun cost estimates.**

Since our contracts are often structured as fixed price or fee-for-service with a cap, we bear the financial risk if we initially underprice our contracts or otherwise overrun our cost estimates. Such underpricing or significant cost overruns could have a material adverse effect on our business, results of operations, financial condition, and cash flows.

### **We may not be able to successfully develop and market or acquire new services.**

We may seek to develop and market new services that complement or expand our existing business or expand our service offerings through acquisition. If we are unable to develop new services and/or create demand for those newly developed services, or

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to expand our service offerings through acquisition, our future business, results of operations, financial condition, and cash flows could be adversely affected.

**Our quarterly operating results may vary.**

Our operating results may vary significantly from quarter to quarter and are influenced by factors over which we have little control such as:

- changes in the general global economy;
- exchange rate fluctuations;
- the commencement, completion, delay or cancellation of large projects or groups of projects;
- the progress of ongoing projects;
- the timing of and charges associated with completed acquisitions or other events; and
- changes in the mix of our services.

We believe that operating results for any particular quarter are not necessarily a meaningful indication of future results. While fluctuations in our quarterly operating results could negatively or positively affect the market price of our common stock, these fluctuations may not be related to our future overall operating performance.

**We depend on the pharmaceutical and biotechnology industries.**

Our revenues depend greatly on the expenditures made by the pharmaceutical and biotechnology industries in research and development. In some instances, companies in these industries are reliant on their ability to raise capital in order to fund their research and development projects. Accordingly, economic factors and industry trends that affect our clients in these industries also affect our business. If companies in these industries were to reduce the number of research and development projects they conduct or outsource, our business could be materially adversely affected.

**We operate in a highly competitive industry.**



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Competitors in the contract research organization industry range from small, limited-service providers to full service global contract research organizations. Our main competition consists of in-house departments of pharmaceutical companies, full-service and functional contract research organizations, and, to a lesser degree, universities and teaching hospitals. We compete on a variety of factors, including:

- reputation for on-time quality performance and regulatory compliance;
- expertise and experience in specific areas;
- scope of service offerings;
- strengths in various geographic markets;
- price;
- technological expertise and efficient drug development processes;
- quality of facilities;
- ability to acquire, process, analyze and report data in an accurate manner;
- ability to manage large-scale clinical trials both domestically and internationally;
- expertise and experience in market access services; and
- size.

For instance, our clinical and other development services have from time-to-time experienced periods of increased price competition which had a material adverse effect on Covance's late-stage development profitability and consolidated net revenues and net income.

There is competition among the larger contract research organizations for both clients and potential acquisition candidates. Additionally, small, limited-service entities considering entering the contract research organization industry will find few barriers to entry, thus further increasing possible competition. These competitive pressures may affect the attractiveness of our services and could adversely affect our financial results.

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**Unfavorable general economic conditions could negatively impact our operating results and financial condition.**

Unfavorable global economic conditions, including the recent recession in the United States and the recent financial crisis affecting the banking system and financial markets, could negatively affect our business. While it is difficult for us to predict the impact of general economic conditions on our business, these conditions could reduce customer demand for some of our services, which could cause our revenue to decline. Also, our customers, particularly smaller biotechnology companies which are especially reliant on the credit and capital markets, may not be able to obtain adequate access to credit or equity funding, which could affect their ability to make timely payments to us. If that were to occur, we could be required to increase our allowance for doubtful accounts, and the number of days outstanding for our accounts receivable could increase. For these reasons, among others, if the economic conditions stagnate or decline, our operating results and financial condition could be adversely affected.

**We may expand our business through acquisitions.**

We review many acquisition candidates and, in addition to acquisitions which we have already made, we are continually evaluating new acquisition opportunities. Factors which may affect our ability to grow successfully through acquisitions include:

- difficulties and expenses in connection with integrating the acquired companies and achieving the expected benefits;
- diversion of management's attention from current operations;
- the possibility that we may be adversely affected by risk factors facing the acquired companies;
- acquisitions could be dilutive to earnings, or in the event of acquisitions made through the issuance of our common stock to the shareholders of the acquired company, dilutive to the percentage of ownership of our existing stockholders;
- potential losses resulting from undiscovered liabilities of acquired companies not covered by the indemnification we may obtain from the seller;
- risks of not being able to overcome differences in foreign business practices, language and other cultural barriers in connection with the acquisition of foreign companies; and
- loss of key employees of the acquired companies.

**We may be affected by health care reform and potential additional reforms.**

In March 2010, the United States Congress enacted health care reform legislation intended to expand, over time, health insurance coverage and impose health industry cost containment measures. This legislation may significantly impact the pharmaceutical and biotechnology industries. In addition, the U.S. Congress, various state legislatures and European and Asian governments may consider various types of health care reform in order to control growing health care costs. We are presently uncertain as to the effects of the recently enacted legislation on our business and

are unable to predict what legislative proposals will be adopted in the future, if any.

Implementation of health care reform legislation that contains costs could limit the profits that can be made from the development of new drugs. This could adversely affect research and development expenditures by pharmaceutical and biotechnology companies which could in turn decrease the business opportunities available to us both in the United States and abroad. In addition, new laws or regulations may create a risk of liability, increase our costs or limit our service offerings.

**We rely on third parties for important services.**

We depend on third parties to provide us with services critical to our business. The failure of any of these third parties to adequately provide the needed services could have a material adverse effect on our business.

**Our revenues and earnings are exposed to exchange rate fluctuations.**

We derive a large portion of our net revenues from international operations. For the nine months ended September 30, 2012, we derived approximately 48% of our net revenues from operations outside the United States. Since our consolidated financial statements are denominated in U.S. dollars, fluctuations in exchange rates from period to period will have an impact on our reported results. In addition, in certain circumstances, we may incur costs in one currency related to our services or products for which we are paid in a different currency. As a result, factors associated with international operations, including changes in foreign currency exchange rates, could significantly affect our results of operations, financial condition and cash flows.

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**The loss of our key personnel could adversely affect our business.**

Our success depends to a significant extent upon the efforts of our senior management team and other key personnel. The loss of the services of such personnel could adversely affect our business. Also, because of the nature of our business, our success is dependent upon our ability to attract and retain technologically qualified personnel. There is substantial competition for qualified personnel, and an inability to recruit or retain qualified personnel may impact our ability to grow our business and compete effectively in our industry.

**Contract research services create a risk of liability.**

In contracting to work on drug development trials and studies, we face a range of potential liabilities, for example:

- errors or omissions that create harm during a trial to study volunteers or after a trial to consumers of the drug after regulatory approval of the drug;
- general risks associated with clinical pharmacology facilities, including negative consequences from the administration of drugs to clinical trial participants or the professional malpractice of clinical pharmacology medical care providers;
- errors or omissions from tests conducted for the agrochemical and food industries;
- risks that animals in our breeding facilities may be infected with diseases that may be harmful and even lethal to themselves and humans despite preventive measures contained in our company policies for the quarantine and handling of imported animals; and
- errors and omissions during a trial that may undermine the usefulness of a trial or data from the trial or study.

We also contract with physicians, also referred to as investigators, to conduct the clinical trials to test new drugs on human volunteers. These tests can create a risk of liability for personal injury or death to volunteers, resulting from negative reactions to the drugs administered or from professional malpractice by third party investigators.

While we endeavor to include in our contracts provisions entitling us to be indemnified or entitling us to a limitation of liability, these provisions do not uniformly protect us against liability arising from certain of our own actions, such as negligence or misconduct. We could be materially and adversely affected if we were required to pay damages or bear the costs of defending any claim which is not covered by a contractual indemnification provision or in the event that a party who must indemnify us does not fulfill its indemnification obligations or which is beyond the level of our insurance coverage. There can be no assurance that we will be able to maintain such insurance coverage on terms acceptable to us.

**Hardware and software failures, delays in the operation of our computer and communications systems or the failure to implement system enhancements may harm our business.**

Our success depends on the efficient and uninterrupted operation of our computer and communications systems. A failure of our network or data gathering procedures could impede the processing of data, delivery of databases and services, client orders and day-to-day management of our business and could result in the corruption or loss of data. While certain of our operations have appropriate disaster recovery plans in place, we currently do not have redundant facilities everywhere in the world to provide IT capacity in the event of a system failure. Despite any precautions we may take, damage from fire, floods, hurricanes, power loss, telecommunications failures, computer viruses, break-ins, cybersecurity breaches and similar events at our various computer facilities could result in interruptions in the flow of data to our servers and from our servers to our clients. In addition, any failure by our computer environment to provide our required data communications capacity could result in interruptions in our service. In the event of a delay in the delivery of data, we could be required to transfer our data collection operations to an alternative provider of server hosting services. Such a transfer could result in delays in our ability to deliver our products and services to our clients. Additionally, significant delays in the planned delivery of system enhancements, improvements and inadequate performance of the systems once they are completed could damage our reputation and harm our business. Finally, long-term disruptions in the infrastructure caused by events such as natural disasters, the outbreak of war, the escalation of hostilities, acts of terrorism (particularly involving cities in which we have offices) and cybersecurity breaches could adversely affect our business. Although we carry property and business interruption insurance, our coverage may not be adequate to compensate us for all losses that may occur.

**Reliance on facilities.**

Covance relies on certain of its facilities. In particular, Covance's preclinical and central laboratory facilities are highly specific and would be difficult to replace in a short period of time. Any event that causes a disruption of the operation of these

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facilities might impact our ability to provide service to our customers and therefore could have a material adverse affect on our financial condition, results of operations and cash flows.

**Reliance on air transportation.**

Our central laboratories and certain of our other businesses are heavily reliant on air travel for transport of clinical trial kits and other material, products and people, and a significant disruption to the air travel system, or our access to it, could have a material adverse effect on our business.

**Certain service offerings and research products are dependent on limited sources of supply of services or products which if interrupted could affect our business.**

We depend on a limited number of suppliers for certain services and for certain animal populations. Disruptions to the continued supply of these services or products may arise from export/import restrictions or embargoes, foreign political or economic instability, or otherwise. Disruption of supply could have a material adverse effect on our business.

**Actions of animal rights extremists may affect our business.**

Our early development services utilize animals in preclinical testing of the safety and efficacy of drugs and also breed and sell animals for biomedical research. Such activities are required for the development of new medicines and medical devices under regulatory regimes in the United States, Europe, Japan and other countries. Acts of vandalism and other acts by animal rights extremists who object to the use of animals in drug development could have a material adverse effect on our business.

**Our animal populations may suffer diseases that can damage our inventory, harm our reputation, result in decreased sales of research products or result in other liability to us.**

It is important that our research products be free of diseases, including infectious diseases. The presence of diseases can distort or compromise the quality of research results, can cause loss of animals in our inventory, can result in harm to humans or outside animal populations if the disease is not contained to animals in inventory, or can result in other losses. Such results could harm our reputation or have a material adverse effect on our financial condition, results of operations, and cash flows.

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

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Repurchases of equity securities as reported on a settlement date basis during the quarter ended September 30, 2012 were as follows:

### Issuer Purchases of Equity Securities

Period	Total # of Shares Purchased	Average Price Paid Per Share	Total # of Shares Purchased as Part of Currently Authorized Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under 2012 Repurchase Program
July 1, 2012 - July 31, 2012				\$ 40.1 million
August 1, 2012 - August 31, 2012	415,275	48.16	415,275	\$ 20.1 million
September 1, 2012 - September 30, 2012				\$ 20.1 million
<b>Total</b>	415,275	\$ 48.16	415,275	

In January 2012, the Covance Board of Directors authorized the repurchase of up to \$300 million of the Company's outstanding common stock (the 2012 Repurchase Program).

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**Item 6. Exhibits**

- 31.1 Certification Joseph L. Herring. ***Filed herewith.***
- 31.2 Certification Alison A. Cornell. ***Filed herewith.***
- 32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 Joseph L. Herring. ***Filed herewith.***
- 32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 Alison A. Cornell. ***Filed herewith.***
- 101 The following financial information from Covance's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, formatted in XBRL (Extensible Business Reporting Language) includes (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Cash Flows, and (v) Notes to Consolidated Financial Statements. ***Filed electronically herewith.***



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**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.

**COVANCE INC.**

Dated: November 8, 2012

By: /s/ Joseph L. Herring  
Joseph L. Herring  
Chairman of the Board and  
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Joseph L. Herring Joseph L. Herring	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	November 8, 2012
/s/ Alison A. Cornell Alison A. Cornell	Corporate Vice President and Chief Financial Officer (Principal Financial Officer)	November 8, 2012
/s/ Brian H. Nutt Brian H. Nutt	Principal Accounting Officer	November 8, 2012

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