

BIO REFERENCE LABORATORIES INC

Form 10-K/A

January 28, 2009

# **SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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## **FORM 10-K/A**

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**AMENDMENT TO ANNUAL REPORT ON FORM 10-K**

**FILED PURSUANT TO SECTION 13 OR 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended October 31, 2007**

## **BIO-REFERENCE LABORATORIES, INC.**

[Exact name of Registrant as specified in its charter]

**Commission file number 0-15266**

**AMENDMENT NO. 2**

The undersigned Registrant hereby amends the following items of its Annual Report on Form 10-K for the fiscal year ended October 31, 2007 as set forth in the pages attached hereto:

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Item 8. Financial Statements and Supplementary Data

Revised Report of Independent Registered Public Accounting Firm

Item 15. Exhibits and Financial Statement Schedules

Updated Exhibit 23.1 Consent of Independent Registered Public Accounting Firm

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

**BIO-REFERENCE LABORATORIES, INC.**

[Registrant]

Date: January 28, 2009

By                    /S/ Sam Singer  
                         Sam Singer  
                         Senior Vice President  
                         Principal Financial and Accounting Officer

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of

Bio Reference Laboratories, Inc.

Elmwood Park, New Jersey

We have audited the accompanying consolidated balance sheets of Bio Reference Laboratories, Inc. and its subsidiaries as of October 31, 2007 and 2006, and the related consolidated statements of operations, shareholders' equity, and cash flows for each of the three fiscal years in the period ended October 31, 2007. We also have audited Bio Reference Laboratories, Inc. internal control over financial reporting as of October 31, 2007, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Bio Reference Laboratories, Inc.'s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on these consolidated financial statements, an opinion on management's assessment, and an opinion on the effectiveness of the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Bio Reference Laboratories, Inc. as of October 31, 2007 and 2006, and the consolidated results of their operations and their cash flows for each of the three fiscal years in the period ended October 31, 2007, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, Bio Reference Laboratories, Inc. maintained, in all material respects, effective internal control over

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financial reporting as of October 31, 2007, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

/s/ Moore Stephens, P.C.  
MOORE STEPHENS, P.C.  
Certified Public Accountants

Cranford, New Jersey

January 4, 2008