

Quest Diagnostics Incorporated Executive Committee Charter

(As Approved on February 19, 2004)

Purpose

The primary purpose of the Committee is to act as needed during intervals between meetings of the full Board of Directors to exercise all of the powers of the Board of Directors in the management and direction of the Corporation's business, properties and affairs except for those matters reserved to the Board by applicable law or as provided by resolution of the Board or the stockholders from time to time.

Composition

1. Members. The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by the Board upon the recommendation of the Governance Committee.
2. Qualifications. A majority of the members of the Committee shall meet all applicable independence and other requirements of law and the New York Stock Exchange.
3. Chair. The Chair of the Committee shall be appointed by the Board upon recommendation of the Governance Committee.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board upon the recommendation of the Governance Committee.

Operations

1. Meetings. The Committee shall meet as needed during intervals between meetings of the full Board of Directors. At all meetings of the Committee, the presence of a majority of the members of the Committee shall be necessary and sufficient to constitute a quorum for the transaction of business. Except when otherwise required by statute, the vote of a majority of the members of the Committee present and acting at a meeting at which a quorum is present shall be the act of the Committee. In the absence of a quorum, a majority of the members of the Committee present may adjourn the meeting from time to time, until a quorum shall be present. The Committee may also act by unanimous written consent of all the members.
2. Agenda. The Chair of the Committee shall develop and set the Committee's agenda in consultation with management. The agenda and information

concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee in advance of each meeting.

Authority and Duties

In furtherance of its purpose, the Committee shall exercise all of the powers of the Board in the management and direction of the business, properties and affairs of the Corporation (including the issuance of stock of the Corporation), except as may be provided by applicable law and except for

- (a) the election of directors to fill vacancies on the Board or Executive Committee;
- (b) the removal with or without cause of any director or the Chief Executive officer;
- (c) amendment of the Certificate of Incorporation and by-laws;
- (d) declaration of dividends or any split, consolidation or reclassification of the Corporation's capital stock;
- (e) a merger of the Corporation or any subsidiary of the Corporation, or sale or purchase, partnering, or bartering of any business or asset having a value greater than \$20 million, provided that this shall not preclude Committee approval of mergers of such subsidiaries with each other or into the Corporation (including approval of a certificate of ownership and merger pursuant to Section 253 of the Delaware General Corporation Law); and except as may be expressly delegated by the Board to the Executive Committee consistent with governing law; and
- (f) a borrowing, guaranty or contract involving a principal amount, payment or receipt of more than \$20 million, other than drawing down upon existing credit facilities having previously been given proper corporate approval, except as may be expressly delegated by the Board to the Executive Committee consistent with governing.

Clarification of the Committee's Role

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as it may deem necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee, as it deems appropriate in accordance with applicable laws and regulations and the requirements of the New York Stock Exchange.

The Committee's responsibility is one of oversight. It is the responsibility of the Company's management to conduct its business in accordance with applicable laws and

regulations. Each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and the accuracy of the information provided to the Committee by such persons or organizations.

The Committee may also retain counsel, accountants, auditors or other advisors as and on such terms as the Committee deems appropriate to discharge its duties and responsibilities. . However, the Committee shall not engage the Company's independent auditors to perform any services without approval of the Audit and Finance Committee. The Committee shall receive appropriate funding, as determined by the Committee, from the Company to pay any such counsel, accountants, auditors or other advisors.