



## Exhibit Index

### 10-K for Year Ended December 31, 2009

Exhibit No.	Description
3.1	<a href="#">Restated Certificate of Incorporation of the Company</a> , as amended (filed as Exhibit No. 3(i) to Quarterly Report on Form 10-Q for the quarter ended June 30, 2006, File No. 0-19271, and incorporated herein by reference).
3.2	<a href="#">Amended and Restated By-Laws</a> of the Company (filed as Exhibit No. 3.1 to Form 8-K filed July 21, 2009, File No. 0-19271, and incorporated herein by reference).
4.3	Instruments with respect to other long-term debt of the Company and its consolidated subsidiaries are omitted pursuant to Item 601(b)(4)(iii) of Regulation S-K since the total amount authorized under each such omitted instrument does not exceed 10 percent of the total assets of the Company and its subsidiaries on a consolidated basis. The Company hereby agrees to furnish a copy of any such instrument to the Securities and Exchange Commission upon request
10.1†	<a href="#">1991 Stock Option Plan of the Company</a> , as amended (filed as Exhibit No. 10.1 to Annual Report on Form 10-K for the year ended December 31, 2006, File No. 0-19271 ("2006 Form 10-K"), and incorporated herein by reference).
10.2*	<a href="#">U.S. Supply Agreement</a> , effective as of October 16, 2003, between the Company and Ortho-Clinical Diagnostics, Inc. ("Ortho") (filed as Exhibit No. 10.7 to Annual Report on Form 10-K for the year ended December 31, 2003, File No. 0-19271 ("2003 Form 10-K"), and incorporated herein by reference).
10.3*	<a href="#">Amendment No. 1 to U.S. Supply Agreement</a> effective as of January 1, 2005, between the Company and Ortho (filed as Exhibit No. 10.1 to Quarterly Report on Form 10-Q for the quarter ended June 30, 2005, File No. 0-19271 ("June 2005 10-Q"), and incorporated herein by reference).
10.4*	<a href="#">Amendment No. 2 to U.S. Supply Agreement</a> , effective as of October 15, 2006, between the Company and Ortho (filed as Exhibit No. 10.4 to Annual Report on Form 10-K for the year ended December 31, 2007, File No. 0-19271 ("2007 Form 10-K"), and incorporated herein by reference).
10.5*	<a href="#">Amendment No. 3 to U.S. Supply Agreement</a> effective as of January 18, 2008, between the Company and Ortho (filed as Exhibit No. 10.5 to 2007 Form 10-K, and incorporated herein by reference).
10.6*	<a href="#">European Supply Agreement</a> , effective as of October 17, 2003, between the Company and Ortho (filed as Exhibit No. 10.8 to 2003 Form 10-K, and incorporated herein by reference).
10.7*	<a href="#">Amendment No. 1 to European Supply Agreement</a> effective as of January 1, 2005, between the Company and Ortho (filed as Exhibit No. 10.2 to June 2005 10-Q, and incorporated herein by reference).
10.8*	<a href="#">Amendment No. 2 to European Supply Agreement</a> effective as of January 18, 2008, between the Company and Ortho (filed as Exhibit No. 10.8 to 2007 Form 10-K, and incorporated herein by reference).
10.9†	<a href="#">1998 Stock Incentive Plan of the Company</a> , as amended (filed as Exhibit No. 10.6 to 2006 Form 10-K, and incorporated herein by reference).
10.10†	<a href="#">2000 Director Option Plan of the Company</a> , as amended (filed as Exhibit No. 10.7 to 2006 Form 10-K, and incorporated herein by reference).
10.11†	<a href="#">Employment Agreement dated January 22, 2002</a> , between the Company and Jonathan W. Ayers (filed as Exhibit No. 10.13 to Annual Report on Form 10-K for the year ended December 31, 2001, File No. 0-19271, and incorporated herein by reference).
10.12†	<a href="#">Executive Employment Agreement dated January 1, 2007</a> , between the Company and Jonathan W. Ayers (filed as Exhibit No. 10.1 to January 5, 2007 Form 8-K, File No. 0-19271 ("January 5, 2007 Form 8-K"), and incorporated herein by reference).
10.13†	<a href="#">Letter Agreement dated August 12, 2003</a> , between the Company and William C. Wallen (filed as Exhibit No. 10.14 to 2003 Form 10-K, and incorporated herein by reference).
10.14†	<a href="#">Executive Employment Agreement dated January 1, 2007</a> , between the Company and William C. Wallen (filed as Exhibit No. 10.2 to January 5, 2007 Form 8-K, and incorporated herein by

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Wednesday, May 06, 2015 10:00 am EDT

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Tuesday, April 28, 2015 8:30 am EDT

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#### 2014 Annual Meeting

May 7, 2014, 10:00 a.m.

IDEXX Laboratories, Inc.

One IDEXX Drive

Five Star Industrial Park

Westbrook, Maine 04092

Tel: 1-207-556-8155

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- reference).
- 10.15† [Executive Employment Agreement dated January 1, 2007](#), between the Company and Merilee Raines (filed as Exhibit No. 10.3 to January 5, 2007 Form 8-K, and incorporated herein by reference).
- 10.16† [Executive Employment Agreement dated January 1, 2007](#), between the Company and Conan R. Deady (filed as Exhibit No. 10.4 to January 5, 2007 Form 8-K, and incorporated herein by reference).
- 10.17† [Form of Executive Employment Agreement dated January 1, 2007](#), between the Company and each of William E. Brown III, PhD, Thomas J. Dupree, William B. Goodspeed, Daniel V. Meyaard, Ali Naqui, PhD, James F. Polewaczyk, Johnny D. Powers, PhD and Michael J. Williams, PhD (filed as Exhibit No. 10.5 to January 5, 2007 Form 8-K, and incorporated herein by reference).
- 10.18 [Amendment, Release and Settlement Agreement dated as of September 12, 2002](#), among the Company, IDEXX Europe B.V., and Ortho (filed as Exhibit No. 10.1 to Quarterly Report on Form 10-Q for the quarter ended September 30, 2002, File No. 0-19271, and incorporated herein by reference).
- 10.19† [Restated Director Deferred Compensation Plan](#), as amended (filed as Exhibit No. 10.19 to 2007 Form 10-K, and incorporated herein by reference).
- 10.20† [2003 Stock Incentive Plan](#), as amended (filed as Exhibit No. 10.20 to 2007 Form 10-K, and incorporated herein by reference).
- 10.21† [Form of Stock Option Agreement](#), as amended pursuant to the 2009 Stock Incentive Plan (filed herewith).
- 10.22† [1997 Employee Stock Purchase Plan](#), as amended (filed as Exhibit No. 99.1 to Registration Statement on Form S-8 filed June 19, 2009, File No. 333-160085, and incorporated herein by reference).
- 10.23† [Restated Executive Deferred Compensation Plan](#), as amended (filed as Exhibit No. 10.23 to 2007 Form 10-K, and incorporated herein by reference).
- 10.24† [Form of Restricted Stock Unit Agreement](#), as amended pursuant to the 2009 Stock Incentive Plan (filed herewith).
- 10.25† [2008 Incentive Compensation Plan](#) (filed as Exhibit 10.2 to Current Report on Form 8-K filed May 13, 2008, File No. 0-19271, and incorporated herein by reference).
- 10.26 [Purchase and Sale Agreement dated as of January 17, 2006](#), between the Company and CW Westbrook Limited Partnership (filed as Exhibit 10.23 to Annual Report on Form 10-K for the year ended December 31, 2005, File No. 0-19271, and incorporated herein by reference).
- 10.27 [Purchase and Sale Agreement among Osmetech plc, Osmetech Inc., Osmetech Technology Inc. and Osmetech GmbH and IDEXX Sciences, Inc. and IDEXX Laboratories, Inc.](#) dated as of December 15, 2006 (filed as Exhibit No. 2.1 to Current Report on Form 8-K filed December 21, 2006, File No. 0-19271, and incorporated herein by reference).
- 10.28 [Credit Agreement among the Company](#), as borrower, certain material subsidiaries of the Company, as guarantors, JPMorgan Chase Bank, National Association, as administrative agent, and JPMorgan Chase Bank, National Association, Toronto Branch, as Toronto agent (filed as Exhibit No. 10.1 to Current Report on Form 8-K filed January 31, 2007, File No. 0-19271, and incorporated herein by reference).
- 10.29 [Amended and Restated Credit Agreement among the Company](#), IDEXX Distribution, Inc., IDEXX Operations, Inc., IDEXX Reference Laboratories, Inc., OPTI Medical Systems, Inc. and IDEXX Laboratories Canada Corporation, as borrowers, the lenders party thereto, JPMorgan Chase Bank, National Association, as administrative agent, JPMorgan Chase Bank, National Association, Toronto Branch, as Toronto agent, Bank of America, N.A., as syndication agent, Wachovia Bank, N.A., as documentation agent, LaSalle Bank National Association, as co-agent and J.P. Morgan Securities Inc., as sole bookrunner and lead arranger (filed as Exhibit 10.1 to Current Report on Form 8-K filed April 5, 2007, File No. 0-19271, and incorporated herein by reference).
- 10.30 [Modification to Credit Agreement](#), dated as of February 22, 2008, among the Company, IDEXX Distribution, Inc., IDEXX Operations, Inc., IDEXX Reference Laboratories, Inc., OPTI Medical Systems, Inc. and IDEXX Laboratories Canada Corporation, the lenders party thereto, JPMorgan Chase Bank, National Association, as administrative agent, and JPMorgan Chase Bank, National Association, Toronto Branch, as Toronto agent (filed as Exhibit No. 10.1 to Current Report on Form 8-K filed February 25, 2008, File No. 0-19271 ("February 25, 2008 Form 8-K"), and incorporated herein by reference).
- 10.31 [Amendment No. 1 to Credit Agreement](#), dated as of February 22, 2008, among the Company, IDEXX Distribution, Inc. IDEXX Operations, Inc., IDEXX Reference Laboratories, Inc., OPTI Medical Systems, Inc. and IDEXX Laboratories Canada Corporation, the lenders party thereto, JPMorgan Chase Bank, National Association, as administrative agent, and JPMorgan

Chase Bank, National Association, Toronto Branch, as Toronto agent, (filed as Exhibit 10.2 to February 25, 2008 Form 8-K, and incorporated herein by reference).

- 10.32† [2009 Stock Incentive Plan of the Company](#) (filed as Exhibit No. 99.1 to Registration Statement on Form S-8 filed June 19, 2009, File No. 333-160083, and incorporated herein by reference).
- 21 [Subsidiaries of the Company](#) (filed herewith).
- 23 [Consent of PricewaterhouseCoopers LLP](#) (filed herewith).
- 31.1 [Certification by Chief Executive Officer](#) (filed herewith).
- 31.2 [Certification by Corporate Vice President, Chief Financial Officer and Treasurer](#) (filed herewith).
- 32.1 [Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350](#), as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 32.2 [Certification by Corporate Vice President, Chief Financial Officer and Treasurer pursuant to 18 U.S.C. Section 1350](#), as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).

\*Confidential treatment requested as to certain portions.

† Management contract or compensatory arrangement required to be filed as an exhibit pursuant to Item 15(a)(3) of Form 10-K.

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