



## Exhibit Index

### 10-K for Year Ended December 2011

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="#">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).
10.2*	<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).
10.3*	<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).
10.4*	<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).
10.5*	<a href="#">Amendment No. 4 to U.S. Supply Agreement</a> effective as of December 28, 2011, between the Company and Ortho (filed herewith).
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. 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).
10.9*	<a href="#">Amendment No. 3 to U.S. Supply Agreement</a> effective as of December 28, 2011, between the Company and Ortho (filed herewith).
10.10	<a href="#">Amendment, Release and Settlement Agreement dated as of September 12, 2002</a> , 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).
10.11*	<a href="#">Supply Agreement, effective as of May 7, 2007 between the Company and Moss, Inc.</a> (filed as Exhibit No. 10.1 to Quarterly Report on Form 10-Q for the quarter ended June 30, 2010, File No. 0-19271("June 2010 Form 10-Q"), and incorporated herein by reference).
10.12**	<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)
10.13**	<a href="#">Executive Employment Agreement dated March 22, 2011</a> , between the Company and Jonathan W. Ayers (filed as Exhibit No. 10.1 to April 21, 2011 Form 10-Q for the quarter

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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  
[View details and directions](#)

- ended March 31, 2011, File No. 0-19271 ("March 2011 Form 10-Q"), and incorporated herein by reference).
- 10.14\*\* [Executive Employment Agreement dated February 13, 2012](#), between the Company and Merilee Raines (filed herewith).
- 10.15\*\* [Form of Executive Employment Agreement dated February 13, 2012](#), between the Company and each of William E. Brown III, PhD, Johnny D. Powers, PhD, and Michael J. Williams, PhD (filed herewith).
- 10.16\*\* [Restated Director Deferred Compensation Plan](#), as amended (filed as Exhibit No. 10.1 to Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, File No. 0-19271, and incorporated herein by reference).
- 10.17\*\* [Restated Executive Deferred Compensation Plan](#), as amended (filed as Exhibit No. 10.3 to June 2010 Form 10-Q, and incorporated herein by reference).
- 10.18\*\* [Form of Director Stock Option Agreement](#), as amended pursuant to the 2009 Stock Incentive Plan (filed as Exhibit No. 10.1 to Quarterly Report on Form 10-Q for the quarter ended March 31, 2010, File No. 0-19271 ("March 2010 Form 10-Q"), and incorporated herein by reference).
- 10.19\*\* [Form of Employee Stock Option Agreement](#), as amended pursuant to the 2009 Stock Incentive Plan (filed as Exhibit No. 10.2 to March 2010 Form 10-Q, and incorporated herein by reference).
- 10.20\*\* [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).
- 10.21\*\* [Form of Restricted Stock Unit Agreement](#), as amended pursuant to the 2009 Stock Incentive Plan (filed as Exhibit 10.24 to Annual Report on Form 10-K for the year ended December 31, 2009, File No. 0-19271, and incorporated herein by reference).
- 10.22\*\* [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).
- 10.23\*\* [2009 Stock Incentive Plan](#) (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).
- 10.24 [Amended and Restated Credit Agreement among the Company, dated as of July 26, 2011](#), IDEXX Distribution, Inc., IDEXX Operations, Inc., IDEXX Reference Laboratories, Inc., OPTI Medical Systems, Inc. and IDEXX Laboratories Canada Corporation and IDEXX Europe B.V., as borrowers, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent, JPMorgan Chase Bank, N.A., Toronto Branch, as Toronto agent, J.P. Morgan Europe Limited, as London agent, J.P. Morgan Securities LLC, as sole bookrunner and sole lead arranger, bank of America, N.A., as syndication agent, and Wells Fargo Bank, N.A., as documentation agent (filed as Exhibit No. 99.1 to Current Report on Form 8-K Filed August 1, 2011, File No. 0-19271, and incorporated herein by reference).
- 21 [Subsidiaries of the Company](#) (filed herewith).
- 23 [Consent of PricewaterhouseCoopers LLP](#) (filed herewith).
- 31.1 [Certification of Principal Executive Officer](#) pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the SarbanesOxley Act of 2002 (filed herewith).
- 31.2 [Certification of Principal Financial Officer pursuant to Rules 13a-14\(a\) and 15d-14\(a\) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the SarbanesOxley Act of 2002 \(filed herewith\).](#)
- 32.1 [Certification of 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 of 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).
- 101.INS† XBRL Instance Document.
- 101.SCH† XBRL Taxonomy Extension Schema Document.
- 101.CAL† XBRL Taxonomy Extension Calculation Linkbase Document.
- 101.DEF† XBRL Taxonomy Extension Definition Linkbase Document.
- 101.PRE† XBRL Taxonomy Extension Presentation Linkbase Document.

\*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.

† In accordance with Rule 406T of Regulation S-T, these interactive data files are deemed "not filed" for purposes of Section 18 of the Exchange Act, and otherwise are not subject to liability under that section.

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