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VCA ANTECH INC

FORM 10-K
(Annual Report)

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2010

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number 001-16783

VCA Antech, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**95-4097995**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. employer identification no.)*
12401 West Olympic Boulevard, Los Angeles, California	**90064-1022**
(Address of principal executive offices)	*(Zip code)*

(310) 571-6500

Registrant's telephone number, including area code:

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value $0.001 per share	Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☑ No ☐ .

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☑ .

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 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☑

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☑	Accelerated filer ☐	Non-accelerated filer ☐ (Do not check if a smaller reporting company)	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 ☑ .

The aggregate market value of the voting common equity held by non-affiliates as of June 30, 2010, was approximately $2.1 billion, computed by reference to the price of $24.76 per share, the price at which the common equity was last sold on such date as reported on the NASDAQ Global Select Market. For purposes of this computation, it is assumed that the shares beneficially held by directors and officers of the registrant would be deemed to be stock held by affiliates. Non-affiliated common stock outstanding at June 30, 2010 was 84,066,864 shares.

Total common stock outstanding at February 18, 2011 was 86,227,954 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Parts of the definitive Proxy Statement to be delivered to stockholders in connection with the 2010 Annual Meeting of Stockholders are incorporated by reference into Items 10, 11, 12, 13 and 14 hereof.

VCA ANTECH, INC. AND SUBSIDIARIES

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Forward-Looking Statements

This annual report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties, as well as assumptions that, if they materialize or prove incorrect, could cause our results and the results of our consolidated subsidiaries to differ materially from those expressed or implied by these forward-looking statements. We generally identify forward-looking statements in this report using words like "believe," "intend," "seek," "expect," "estimate," "may," "plan," "should plan," "project," "contemplate," "anticipate," "predict," "potential," "continue," or similar expressions. You may find some of these statements below and elsewhere in this report. These forward-looking statements are not historical facts and are inherently uncertain and outside of our control. Any or all of our forward-looking statements in this report may turn out to be wrong. They can be affected by inaccurate assumptions we might make or by known or unknown risks and uncertainties. Many factors mentioned in our discussion in this report will be important in determining future results. Consequently, no forward-looking statement can be guaranteed. Actual future results may vary materially. Factors that may cause our plans, expectations, future financial condition and results to change include those items discussed in *Risk Factors* in Item 1A of this annual report.

PART I

ITEM 1. BUSINESS

Company Overview

We are a leading national animal healthcare company operating in the United States and Canada. We provide veterinary services and diagnostic testing to support veterinary care and we sell diagnostic imaging equipment and other medical technology products and related services to the veterinary market.

Our animal hospitals offer a full range of general medical and surgical services for companion animals, as well as specialized treatments including advanced diagnostic services, internal medicine, oncology, ophthalmology, dermatology and cardiology. In addition, we provide pharmaceutical products and perform a variety of pet wellness programs including health examinations, diagnostic testing, routine vaccinations, spaying, neutering and dental care. Our network of animal hospitals is supported by more than 2,100 veterinarians and had approximately 6.8 million patient visits in 2010. Our network of veterinary diagnostic laboratories provides sophisticated testing and consulting services used by veterinarians in the detection, diagnosis, evaluation, monitoring, treatment and prevention of diseases and other conditions affecting animals. Our network of veterinary diagnostic laboratories provides diagnostic testing for over 16,000 clients, which includes standard animal hospitals, large animal practices, universities and other government organizations. Our Medical Technology business sells digital radiography and ultrasound imaging equipment, provides education and training on the use of that equipment, and provides consulting and mobile imaging services.

Our principal executive offices are located at 12401 West Olympic Boulevard, Los Angeles, California. We can be contacted at (310) 571-6500.

Company History

Our company was formed in 1986 as a Delaware corporation and has since established a position in the animal hospital and veterinary diagnostic laboratory markets through both internal growth and acquisitions. Our acquisitions include individual animal hospitals and several large group acquisitions.

- On June 1, 2007, we acquired Healthy Pet Corp. ("Healthy Pet"), which operated 44 animal hospitals and a small laboratory, which primarily serviced its own animal hospitals, as of the acquisition date. This acquisition allowed us to expand our animal hospital operations, particularly in Massachusetts, Connecticut, Virginia and Georgia.

- On July 1, 2010, we acquired a 70.4% interest in Pet DRx Corporation ("Pet DRx"), which operated 23 animal hospitals as of the acquisition date. On November 1, 2010, we acquired the remaining 29.6% interest. This acquisition allowed us to expand our animal hospital operations in California.

We also acquire and open additional laboratories that service locations with a high level of demand (i.e., large metropolitan areas). In addition, on October 1, 2004, we acquired Sound Technologies, Inc. ("STI"), which is a supplier of digital radiography and ultrasound imaging equipment and related computer hardware, software and services to the veterinary industry. The acquisition of STI provided us the opportunity to sell digital imaging equipment, which we believe is an expanding segment within the animal healthcare industry. On July 1, 2009, we acquired Eklin Medical Systems, Inc. ("Eklin"), a leading seller of digital radiography, ultrasound and practice management software systems in the veterinary market. The combined company is the largest supplier of diagnostic imaging equipment and other medical technology products tailored specifically for the veterinary market.

Industry Overview

According to American Pet Products Association, Inc's. ("APPA") *2009-2010 APPA National Pet Owners Survey* , the United States population of companion animals is approximately 199 million, including about 171 million dogs and cats. APPA estimates that over $28 billion was spent in the United States on pets in 2009 for veterinary care, supplies, medicine and boarding and grooming. The survey indicated that the ownership of pets is widespread with over 71 million, or 62%, of U.S. households owning at least one pet, including companion and other animals. Specifically, 46 million households owned at least one dog and 38 million households owned at least one cat.

We believe that among pet owners there is a growing awareness of pet health and wellness, including the benefits of preventive care and specialized services. As technology continues to migrate from the human healthcare sector into the practice of veterinary medicine, more sophisticated treatments, diagnostic tests and equipment are becoming available to treat companion animals. These new and increasingly complex procedures, diagnostic tests, including laboratory testing and advanced imaging, and pharmaceuticals are gaining wider acceptance as pet owners are exposed to these previously unconsidered treatment programs through their exposure with this technology in human healthcare, and through literature and marketing programs sponsored by large pharmaceutical and pet nutrition companies.

Even as treatments available in veterinary medicine become more complex, prices for veterinary services typically remain a low percentage of a pet owner's income, facilitating payment at the time of service. Unlike the human healthcare industry, providers of veterinary services are not dependent on third-party payers in order to collect fees. As such, providers of veterinary services typically do not have the problems of extended payment collection cycles or pricing pressures from third-party payers faced by human healthcare providers. Outsourced laboratory testing and diagnostic equipment sales are wholesale businesses that collect payments directly from animal hospitals under standard industry payment terms. Fees for services provided in our animal hospitals are due at the time of service. In 2010 over 99% of our animal hospital services were paid at the time of service. In addition, over the past three fiscal years our bad debt expense has averaged less than 1% of total revenue.

The practice of veterinary medicine is subject to seasonal fluctuation. In particular, demand for veterinary services is significantly higher during the warmer months because pets spend a greater amount of time outdoors, where they are more likely to be injured and are more susceptible to disease and parasites. In addition, use of veterinary services may be affected by levels of infestation of fleas, heartworms and ticks, and the number of daylight hours.

Animal Hospital Industry

Animal healthcare is provided predominately by the veterinarian practicing as a sole practitioner, or as part of a larger group practice or hospital. Veterinarians diagnose and treat animal illnesses and injuries, perform surgeries, provide routine medical exams and prescribe medication. Some veterinarians specialize by type of medicine, such as orthopedics, dentistry, ophthalmology or dermatology. Others focus on a particular

type of animal. The principal factors in a pet owner's decision as to which veterinarian to use include convenient location and hours, personal recommendations, reasonable fees and quality of care.

According to the American Veterinary Medical Association, the U.S. market for veterinary services is highly fragmented with more than 51,000 veterinarians practicing at the end of 2009. We have estimated that there are over 22,000 companion animal hospitals operating at the end of 2009. Although most animal hospitals are single-site, sole-practitioner facilities, we believe veterinarians are gravitating toward larger, multi-doctor animal hospitals that provide state-of-the-art facilities, treatments, methods and pharmaceuticals to enhance the services they can provide their clients.

Well-capitalized animal hospital operators have the opportunity to supplement their internal growth with selective acquisitions. We believe the extremely fragmented animal hospital industry is consolidating due to:

- the choice of some owners of animal hospitals to diversify their investment portfolio by selling all or a portion of their investment in the animal hospital;
- the purchasing, marketing and administrative cost advantages that can be realized by a large, multiple location, multi-doctor veterinary provider;
- the cost of financing equipment purchases and upgrading technology necessary for a successful practice;
- the desire of veterinarians to focus on practicing veterinary medicine, rather than spending large portions of their time performing the administrative tasks necessary to operate an animal hospital; and
- the appeal to many veterinarians of the benefits and flexible work schedule that is not typically available to a sole practitioner or single-site provider.

Diagnostic Laboratory Industry

Veterinarians use laboratory tests to diagnose and monitor illnesses and conditions through the detection of substances in urine, tissue, fecal and blood samples, and other specimens. As is the case with the physician treating a human patient, laboratory diagnostic testing is becoming a routine diagnostic tool used by the veterinarian.

Veterinary laboratory tests are performed primarily at veterinary diagnostic laboratories, universities or at animal hospitals using on-site diagnostic equipment. For certain tests, on-site diagnostic equipment can provide more timely results than outside laboratories, but this in-house testing requires the animal hospital or veterinarian to purchase or lease the equipment, maintain and calibrate the equipment periodically to avoid testing errors, employ trained personnel to operate it and purchase testing supplies. Conversely, veterinary diagnostic laboratories can provide a wider range of tests than generally are available on-site at most animal hospitals and do not require any up-front investment on the part of the animal hospital or veterinarian. Leading veterinary diagnostic laboratories also employ highly trained individuals who specialize in the detection and diagnosis of diseases and thus are a valuable resource for the veterinarian.

Our laboratories offer a broad spectrum of standard and customized tests to the veterinary market, convenient sample pick-up times, rapid test reporting and access to professional consulting services provided by trained specialists. Providing the customer with this level of service at competitive prices requires high throughput volumes due to the operating leverage associated with the laboratory business. As a result, larger laboratories are likely to have a competitive advantage relative to smaller laboratories.

We believe that the outsourced laboratory testing market is an integral segment of the animal healthcare industry as a result of:

- the emphasis in veterinary education on diagnostic tests and the trend toward specialization in veterinary medicine, which are causing veterinarians to increasingly rely on tests for more accurate diagnoses;

- the continued technological developments in veterinary medicine, which are increasing the breadth of tests offered; and
- the continued focus on wellness, early detection and monitoring programs in veterinary medicine.

Medical Technology Industry

Veterinarians use radiography and ultrasound imaging equipment to capture and view anatomical images to aid in the diagnosis and treatment of a broad range of diseases and injuries in animals. Digital radiography imaging equipment utilizes high-frequency electromagnetic waves to capture x-ray images that are then digitized and stored in digital format. Ultrasound imaging equipment utilizes high-frequency sound waves and echoes to display a two-dimensional image of the tissue being examined. Veterinarians can display images created by digital radiography and ultrasound imaging equipment on computer monitors, manipulate the images, store them electronically and transmit them in digital format over the Internet with additional computer hardware and software.

We believe that the use of digital radiography and ultrasound imaging equipment provides advantages to veterinarians when compared to other imaging equipment for the following reasons:

- the ability to see greater detail and manipulate images, which assists in the diagnosis of illnesses and injuries and improves the quality of care;
- the ability to transmit images over the Internet to facilitate consultation with a specialist;
- improved efficiencies, including the ability to easily store and retrieve images electronically; and
- the reduction of costs associated with the purchasing, processing, storing, filing and retrieving of conventional film used by traditional x-ray equipment.

Business Strategy

Our business strategy is to continue expanding our market leadership in animal healthcare through our Animal Hospital, Laboratory and Medical Technology segments. Key elements to our strategy include:

- **Capitalizing on our Leading Market Position to Generate Revenue Growth.** Our leading market position in the animal hospital and veterinary laboratory markets positions us to capitalize on favorable growth trends in the animal healthcare industry. In our animal hospitals, we seek to generate revenue growth by capitalizing on the growing emphasis on pet health and wellness. In our laboratories, we seek to generate revenue growth by taking advantage of the growing number of outsourced diagnostic tests, the opportunities to expand the testing that we provide and by increasing our market share. We continually educate veterinarians on new and existing technologies and tests available to diagnose medical conditions. Further, we leverage the knowledge of our specialists by providing veterinarians with extensive client support in utilizing and understanding these diagnostic tests. Our Medical Technology segment seeks to leverage our strengths in the broader veterinary markets by introducing technologies, products and services to the veterinary market. We seek to generate revenue growth by increasing our market share and educating veterinarians on new and existing technologies.
- **Leveraging Established Infrastructure to Improve Margins.** We intend to leverage our established Animal Hospital and Laboratory infrastructure to increase our operating margins. Due to our established networks and the fixed cost nature of our business model, we are able to realize high margins on incremental revenue from Animal Hospital and Laboratory customers. For example, given that our nationwide transportation network servicing our Laboratory customers is a relatively fixed cost, we are able to achieve significantly higher margins on most incremental tests ordered by the same customer when picked up by our couriers at the same time.
- **Utilizing Enterprise-Wide Information Systems to Improve Operating Efficiencies.** Our Laboratory and the majority of our Animal Hospital operations utilize enterprise-wide management information systems. We believe that these common systems enable us to more effectively manage the key

operating metrics that drive our business. With the aid of these systems, we seek to standardize pricing, expand the services we provide and increase volume through targeted marketing programs.

- **Pursuing Selected Acquisitions.** The fragmentation of the animal hospital industry provides us with significant expansion opportunities in our Animal Hospital segment. Depending upon the attractiveness of the candidates and the strategic fit with our existing operations, we intend to acquire independent animal hospitals each year with aggregate annual revenue of approximately $55 million to $65 million. Our overall acquisition strategy involves the identification of high-quality practices where we can create additional value through the services and scale we can provide. Our typical candidate mirrors the profile of our existing animal hospital base. These acquisitions will be used to both expand existing markets and to enter into new geographic areas. In addition, we also evaluate the acquisition of animal hospital chains, laboratories or related businesses if favorable opportunities are presented. We intend primarily to use cash in our acquisitions but, depending on the timing and amount of our acquisitions, we may use stock or debt.

Business Segments

We report our results of operations through three segments: Animal Hospital, Laboratory and Medical Technology.

Information regarding revenue and operating income, attributable to each of our segments, is included in the *Segment Result* s section within *Management's Discussion and Analysis of Financial Condition and Results of Operations,* and within Note 13, *Lines of Business,* of our *Notes to Consolidated Financial Statements* , which are incorporated herein by reference.

Animal Hospital

At December 31, 2010, we operated 528 animal hospitals serving 41 states. Our Animal Hospital revenue accounted for 76%, 76% and 75% of total consolidated revenue in 2010, 2009 and 2008, respectively.

Services

In addition to general medical and surgical services, we offer specialized treatments for companion animals, including advanced diagnostic services, internal medicine, oncology, ophthalmology, dermatology and cardiology. We also provide pharmaceutical products for use in the delivery of treatments by our veterinarians and pet owners. Many of our animal hospitals offer additional services, including grooming, bathing and boarding. We also sell specialty pet products at our animal hospitals, including pet food, vitamins, therapeutic shampoos and conditioners, flea collars and sprays, and other accessory products.

Animal Hospital Network

We seek to provide quality care in clean, attractive facilities that are generally open between 10 to 15 hours per day, six to seven days per week. Our typical animal hospital:

- is located in a 4,000 to 6,000 square-foot, freestanding facility in an attractive location;
- has annual revenue between $1.0 million and $2.5 million;
- is supported by three to five veterinarians; and
- has an operating history of over 10 years.

As of December 31, 2010, our nationwide network of freestanding, full-service animal hospitals had facilities located in the following states:

California	106	Minnesota*	6
Texas*	49	New Mexico	6
Washington*	33	North Carolina*	6
Florida	31	Alaska	5
Massachusetts	26	Delaware	4
New York*	24	New Hampshire*	4
Pennsylvania	23	Wisconsin	4
Virginia	18	Hawaii	3
Colorado	17	Missouri	3
Illinois	17	Nebraska*	3
Connecticut	16	Rhode Island*	3
Georgia	16	Louisiana*	2
Arizona	14	South Carolina	2
Indiana	13	Vermont	2
Michigan*	12	Alabama*	1
Maryland	11	Kansas*	1
New Jersey*	11	Kentucky	1
Oregon*	10	Tennessee	1
Ohio	8	Utah	1
Nevada	7	West Virginia*	1
Oklahoma	7		

* States with laws that prohibit corporations from providing veterinary medical care. In these states we provide administrative and support services to veterinary medical groups pursuant to management agreements.

Marketing

We direct our marketing efforts toward increasing the number of annual visits from existing clients through customer education efforts and toward attracting new clients to our network of hospitals through online and offline initiatives. We inform and educate our clients about pet wellness and quality care through mailings of *HealthyPet Magazine* , which focuses on pet care and wellness. We also market through targeted demographic mailings regarding specific pet health issues and collateral health material made available at each animal hospital. With these internal marketing programs, we seek to leverage our existing customer base by increasing the number and intensity of the services received during each visit. We send reminder notices to increase awareness of the advantages of regular, comprehensive veterinary medical care, including preventive care such as early disease detection exams, vaccinations, dental screening and geriatric care. We also have expanded our online capabilities, offering increased convenience for our clients to book appointments or find detailed health related materials on our hospital websites. We also enter into referral arrangements with local pet shops, humane societies and veterinarians to increase our client base. We seek to obtain referrals from veterinarians by promoting our specialized diagnostic and treatment capabilities to veterinarians and veterinary practices that cannot offer their clients these services.

Personnel

Our animal hospitals generally employ a staff of between 20 and 30 full-time-equivalent employees, depending upon the facility's size and customer base. The staff includes administrative and technical support personnel, three to five veterinarians, a hospital manager who supervises the day-to-day activities of the facility.

We actively recruit qualified veterinarians and technicians and are committed to supporting continuing education for our professional staff. We operate post-graduate teaching programs for veterinarians at 18 of our facilities, which train approximately 130 veterinarians each year. We believe that these programs enhance our reputation in the veterinary profession and further our ability to continue to recruit the most talented veterinarians.

We seek to establish an environment that supports the veterinarian in the delivery of quality medicine and fosters professional growth through increased patient flow and a diverse case mix, continuing education, state-of-the-art equipment and access to specialists. We believe our animal hospitals offer attractive employment opportunities to veterinarians because of our professional environment, competitive compensation, management opportunities, employee benefits not generally available to a sole practitioner, flexible work schedules that accommodate personal lifestyles and the ability to relocate to different regions of the country.

We have established a medical advisory board to support our operations. Our advisory board, under the direction of our Chief Medical Officer, recommends medical standards for our network of animal hospitals and is comprised of veterinarians recognized for their outstanding knowledge and reputations in the veterinary field. Our advisory board members represent both the different geographic regions in which we operate and the medical specialties practiced by our veterinarians; and three members are faculty members at highly-ranked veterinary colleges. Additionally, our regional medical directors, a group of highly experienced veterinarians, are also closely involved in the development and implementation of our medical programs.

Laboratory

We operate a full-service, veterinary diagnostic laboratory network serving all 50 states and certain areas in Canada. Our Laboratory revenue accounted for 20%, 21% and 21% of total consolidated revenue in 2010, 2009 and 2008, respectively. We service a diverse customer base of over 16,000 clients including animal hospitals we operate, which accounted for 12%, 10% and 10% of total Laboratory revenue in 2010, 2009 and 2008, respectively.

Services

Our diagnostic spectrum includes over 300 different tests in the area of chemistry, pathology, endocrinology, serology, hematology and microbiology, as well as tests specific to particular diseases. We do not conduct experiments on animals.

Although modified to address the particular requirements of the species tested, the tests performed in our veterinary laboratories are similar to those performed in human clinical laboratories and utilize similar laboratory equipment and technologies. We believe that the growing concern for animal health, combined with the movement of veterinary medicine toward increasing specialization, may result in the migration of additional areas of human testing into the veterinary field.

Given the recent advancements in veterinary medical technology and the increased breadth and depth of knowledge required for the practice of veterinary medicine, many veterinarians solicit the knowledge and experience of our specialists to interpret test results to aid in the diagnosis of illnesses and to suggest possible treatment alternatives. Our diagnostic experts include veterinarians, chemists and other scientists with expertise in pathology, internal medicine, oncology, cardiology, dermatology, neurology and endocrinology. Because of our specialists involvement, we believe the quality of our service further distinguishes our laboratory services as a premiere service provider.

Laboratory Network

At December 31, 2010, we operated 50 veterinary diagnostic laboratories. Our laboratory network includes:

- primary hubs that are open 24 hours per day and offer a full-testing menu;

- secondary laboratories that are open 24 hours per day and offer a wide-testing menu servicing large metropolitan areas; and
- short-term assessment and treatment ("STAT") laboratories that service other locations with demand sufficient to warrant nearby laboratory facilities and are open primarily during daytime hours.

We connect our laboratories to our customers with what we believe is the industry's largest transportation network, picking up requisitions daily through an extensive network of drivers and independent couriers. Customers outside our transportation network use FedEx to send specimens to our laboratory just outside of Memphis, Tennessee, which permits rapid and cost-efficient testing because of the proximity to the primary sorting facility of FedEx.

In 2010, we derived approximately 85% of our Laboratory revenue from major metropolitan areas, where we offer twice-a-day pick-up service and same-day results. In addition, in these areas we generally offer to report results within three hours of pick-up. Outside of these areas, we typically provide test results to veterinarians before 8:00 a.m. the day following pick-up.

Sales, Marketing and Client Service

Our full-time sales and field-service representatives market laboratory services and maintain relationships with existing customers. Our sales force is compensated via salary plus commission and organized along geographic regions. We support our sales efforts by strengthening our industry-leading team of specialists, developing marketing literature, attending trade shows, participating in trade associations and providing educational services to veterinarians. Our client-service representatives respond to customer inquiries, provide test results and, when appropriate, introduce the customer to other services offered by the laboratory.

Personnel

Each of our primary and secondary laboratory locations includes a manager, supervisors for each department and personnel for laboratory testing. In addition, we employ or contract with specialists to interpret test results to assist veterinarians in the diagnosis of illnesses and to suggest possible treatment alternatives.

We actively recruit qualified personnel and are committed to supporting continuing education for our professional staff. We have internal training programs for routine testing procedures to improve the skill level of our technicians and to improve the overall capacity of our existing staff. We sponsor various internship and certain other educational programs. These programs serve to build awareness of our company with students, who may seek employment with our company following graduation.

Medical Technology

Our Medical Technology segment sells digital radiography and ultrasound imaging equipment and related computer hardware, software and services, including consulting services and training, to the veterinary market. Our digital radiography and ultrasound imaging equipment are used by veterinarians to capture and view anatomical images to aid in the diagnosis and treatment of a broad range of diseases and injuries in animals. In addition, we have mobile imaging units that provide mobile diagnostic ultrasound imaging services to veterinarians who do not own their own ultrasound imaging equipment. Our Medical Technology revenue accounted for 4%, 3% and 3% of consolidated revenue in 2010, 2009 and 2008, respectively.

Products and Services

We sell digital radiography imaging equipment, which is comprised of a network of various components that we acquire from third-party manufacturers and developers. A key component is the amorphous silicon flat-panel x-ray detector, which we acquire from Varian Medical Systems pursuant to a distribution agreement entered into in February 2008, granting us worldwide rights to incorporate these detectors into veterinary digital imaging equipment for sale to the veterinary community. We also acquire hardware from Canon, Inc. on a non-exclusive basis.

We sell General Electric ultrasound imaging equipment pursuant to an agreement entered into with General Electric in July 2001 granting us exclusive rights to sell this equipment to members and institutions in the North American veterinary community, effective July 2011, we have exclusive rights to sell this equipment only to members and institutions in the United States veterinary community.

We license our proprietary software, TruDR. TruDR allows for the capture of digital x-ray images and transmits those images to a computer containing archiving and reviewing software. TruDR, or similar software, is a required component for our digital radiography imaging equipment to function. TruDR is not applicable to ultrasound imaging equipment sales.

We also provide mobile imaging, consulting, education and training services to our customers. In addition, we sell extended service agreements to our customers that include technical support, product updates for software and extended warranty coverage for a period of up to five years. The products included in our warranty programs are generally covered by the original equipment manufacturer and we coordinate the warranty support between our customer and the manufacturer.

Sales and Marketing

Our sales agents market and sell our products and services to veterinary hospitals and universities. Our sales agents receive a base salary and commissions based on sales. We market our products and services through direct mail, advertisements in trade magazines, trade shows and direct sales calls to our intended customers.

Systems

Animal Hospital

We use an enterprise-wide management information system to support our Animal Hospital operations. We decide whether or not to place newly acquired animal hospitals on this network based on a cost-benefit analysis. In addition, a majority of our animal hospitals utilize consistent patient accounting/point-of-sale software and we are able to track performance of hospitals on a per-service, per-veterinarian and per-client basis.

Laboratory

We use an enterprise-wide management information system to support our veterinary laboratories. All of our financial data, customer records and laboratory results are stored in computer databases. Laboratory technicians and specialists are able to electronically access test results from remote testing sites. Our software gathers data in a data warehouse enabling us to provide expedient results via fax or through our Internet online resulting system.

Competition

The companion animal healthcare industry is highly competitive and subject to continual change in the manner in which services are delivered and providers are selected. We believe that the primary factors influencing a customer’s selection of an animal hospital are convenient location and hours, personal recommendations, reasonable fees and quality of care. Our primary competitors for our animal hospitals in most markets are individual practitioners or small, regional multi-clinic practices. In addition, some national companies in the pet care industry, including the operators of super-stores, are developing networks of animal hospitals in markets that include our animal hospitals. We also compete with sellers of pet-related products and diagnostic services delivered via the internet.

Among veterinary diagnostic laboratories, we believe that quality, price, specialist support and the time required to deliver results are the major competitive factors. There are many clinical laboratories that provide a broad range of diagnostic testing services in the same markets serviced by us, and we also face competition from several providers of on-site diagnostic equipment that allows veterinarians to perform various testing. Our principal competitor in most geographic locations in the United States is IDEXX Laboratories.

The primary competitive factors in the medical imaging equipment industry are quality, technical capability, breadth of product line, distribution capabilities, price and the ability to provide quality service and support. There are many companies that manufacture and sell digital radiography and ultrasound imaging equipment.

Government Regulation

Certain states have laws that prohibit business corporations from providing, or holding themselves out as providers of, veterinary medical care. In these states we do not provide veterinary services or own veterinary practices. We provide management and other administrative services to veterinary practices located in these states. At December 31, 2010, we provided management services to 166 animal hospitals in 15 states under management agreements with the veterinary practices. In one of these states, we operated a mobile imaging service. Although we have structured our operations to comply with our understanding of the veterinary medicine laws of each state in which we operate, interpretive legal precedent and regulatory guidance varies by state and is often times sparse and not fully developed. A determination that we are in violation of applicable restrictions on the practice of veterinary medicine in any state in which we operate could have a material adverse effect on our operations, particularly if we were unable to restructure our operations to comply with the requirements of that state.

In addition, all of the states in which we operate impose various registration requirements. To fulfill these requirements, we have registered each of our facilities with appropriate governmental agencies and, where required, have appointed a licensed veterinarian to act on behalf of each facility. All veterinarians practicing in our animal hospitals are required to maintain valid state licenses to practice.

Our acquisitions may be subject to pre-merger or post-merger review by governmental authorities for anti-trust and other legal compliance. Adverse regulatory action could negatively affect our operations through the assessment of fines or penalties against us or the possible requirement of divestiture of one or more of our operations.

Employees

At December 31, 2010 we employed or managed on behalf of the professional corporations to which we provide services approximately 9,400 full-time-equivalent employees. At that date, none of these employees were a party to a collective bargaining agreement.

Availability of Our Reports Filed with the Securities and Exchange Commission ("SEC")

We maintain a website with the address http://investor.vcaantech.com . We are not including the information contained on our website as a part of, or incorporating it by reference into, this annual report on Form 10-K. We make available free of charge through our website our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and amendments to these reports, as soon as reasonably practicable after we electronically file that material with, or furnish that material to, the SEC.

The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. Copies of our reports filed electronically with the SEC may be accessed on the SEC's website www.sec.gov . The public may also read and copy any materials filed with the SEC at the SEC's Public Reference Room at 100 F Street NE, Washington, DC 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at (800) SEC-0330.

ITEM 1A. RISK FACTORS

Various sections of this annual report contain forward-looking statements, all of which are based on current expectations and could be affected by the uncertainties and risk factors described below and throughout this annual report. Our actual results may differ materially from these forward-looking statements.

The current economic environment may continue to cause a decline in our Animal Hospital same-store revenue growth and the rate of our Laboratory internal revenue growth and have a material adverse effect on our profitability.

The continued economic uncertainty has had, and may continue to have, an adverse impact on our revenue and our profitability. Consumer spending habits, including spending for pet healthcare, are affected by, among other things, prevailing economic conditions, levels of employment, salaries and wage rates, consumer confidence and consumer perception of economic conditions. Recently, these factors have caused consumer spending to deteriorate significantly and may cause levels of spending to remain depressed for the foreseeable future. These factors may cause pet owners to elect to forgo expensive treatment options or to defer treatment for their pets altogether. We have experienced a decline in the frequency of visits to our animal hospitals and the number of orders placed in our animal hospitals. These factors have contributed to a decline in our Animal Hospital same-store revenue growth and the rate of our Laboratory internal revenue growth. While we continue to employ cost control measures, our profit margins may continue to decline until our businesses return to historical growth rates.

In addition, the economic downturn may exacerbate the effect of the risks discussed below, including the impact on our growth strategy, changes in demand for our products and services, the carrying value of our goodwill and other intangibles, our ability to service our substantial indebtedness and sales of our medical imaging equipment.

If we are unable to effectively execute our growth strategy, we may not achieve our desired economies of scale and our profitability may decline.

Our success depends in part on our ability to increase our revenue and operating income through a balanced program of organic growth initiatives and selective acquisitions of established animal hospitals, laboratories and related businesses. If we cannot implement or effectively execute on this strategy, our results of operations will be adversely affected. Even if we effectively implement our growth strategy, we may not achieve the economies of scale that we have experienced in the past or that we anticipate occurring in the future. We have not experienced same-store revenue growth in our animal hospitals for the past eight quarters. Our Laboratory growth has also been affected and became negative during certain quarters of the three year period ending December 31, 2010. Our Animal Hospital same-store revenue, adjusted for differences in business days, has fluctuated between a decline of 3.2% and growth of 5.8% for 2006 through 2010. Our Laboratory internal revenue growth, adjusted for differences in billing days, has fluctuated between 0% and 15.2% over the same years. Our internal growth may continue to fluctuate and may be below our historical rates. Any reduction in the rate of our internal growth may cause our revenue and operating income to decrease. Investors should not assume that our historical growth rates are reliable indicators of results in future periods.

Changes in the demand for our products and services could negatively affect our operating results.

The frequency of visits to our animal hospitals has declined and may continue to decline. We believe that the frequency of visits is impacted by several trends in the industry, in addition to the continuing financial crisis. Client visits may be negatively impacted as a result of preventative care and better pet nutrition. Demand for vaccinations will be impacted in the future as protocols for vaccinations change. Our veterinarians establish their own vaccine protocols. Some of our veterinarians have changed their protocols and others may change their protocols in light of recent and/or future literature. The demand for our products and services may also decline as a result of the eradication or substantial declines in the prevalence of certain diseases. Also, many pet-related products traditionally sold at animal hospitals have become more widely available in retail stores and other channels of distribution, including the Internet, resulting in a decline in demand for these products at our animal hospitals.

Due to the fixed cost nature of our business, fluctuations in our revenue could adversely affect our gross profit, operating income and margins.

A substantial portion of our expense, particularly rent and personnel costs, are fixed and are based in part on expectations of revenue. We may be unable to reduce spending in a timely manner to compensate for any significant fluctuations in our revenue. Accordingly, shortfalls in revenue may adversely affect our gross profit, operating income and margins.

Any failure in our information technology systems, disruption in our transportation network or failure to receive supplies could significantly increase testing turn-around time, reduce our production capacity and otherwise disrupt our operations.

Our Laboratory operations depend on the continued and uninterrupted performance of our information technology systems and transportation network, including overnight delivery services provided by FedEx. Sustained system failures or interruption in our transportation network could disrupt our ability to process laboratory requisitions, perform testing, provide test results in a timely manner and/or bill the appropriate party. We could lose customers and revenue as a result of a system or transportation network failure. In addition, any change in government regulation related to transportation samples or specimens could also have an impact on our business.

Our computer systems are vulnerable to damage or interruption from a variety of sources, including telecommunications failures, electricity brownouts or blackouts, malicious human acts and natural disasters. Moreover, despite network security measures, some of our servers are potentially vulnerable to digital break-ins, computer viruses and similar disruptive problems. Despite the precautions we have taken, unanticipated problems affecting our systems could cause interruptions in our information technology systems. Our insurance policies may not adequately compensate us for any losses that may occur due to any failures in our systems.

Our Laboratory operations depend on a limited number of employees to upgrade and maintain its customized computer systems. If we were to lose the services of some or all of these employees, it may be time-consuming for new employees to become familiar with our systems, and we may experience disruptions in service during these periods.

Our operations depend, in some cases, on the ability of single source suppliers or a limited number of suppliers, to deliver products and supplies on a timely basis. Some of these suppliers are smaller companies with limited capital resources and some of the products that we purchase from these suppliers are proprietary, and, therefore, cannot be readily or easily replaced by alternative suppliers. We have in the past experienced, and may in the future experience, shortages of or difficulties in acquiring products and/or supplies in the quantities and of the quality needed. Shortages in the availability of products and/or supplies for an extended period of time will disrupt our ability to deliver products and provide services in a timely manner, could result in the loss of customers, and could have a material adverse impact on our results of operations.

Difficulties integrating new acquisitions may impose increased costs, loss of customers and a decline in operating margins and profitability and other risks that we may not anticipate.

Our success depends in part on our ability to timely and cost-effectively acquire, and integrate into our business, additional animal hospitals, laboratories and related businesses. In 2010, we acquired 50 animal hospitals, including 23 with the acquisition of Pet DRx. In 2009, we acquired 27 animal hospitals, two laboratories and Eklin. In 2008, we acquired 51 animal hospitals and four laboratories. We expect to continue our animal hospital acquisition program, and if presented with favorable opportunities, we may acquire animal hospital chains, laboratories or related businesses. Our expansion into new territories and new business segments creates the risk that we will be unsuccessful in the integration of the acquired businesses that are new to our operations. Any difficulties in the integration process could result in increased expense, loss of customers and a decline in operating margins and profitability. In some cases, we have experienced delays and increased costs in integrating acquired businesses, particularly where we acquire a large number of animal hospitals in a single region at or about the same time. We also could experience delays in converting the systems of acquired businesses into our systems, which could result in increased staff and payroll expense to

collect our results as well as delays in reporting our results, both for a particular region and on a consolidated basis. Further, the legal and business environment prevalent in new territories and with respect to new businesses may pose risks that we do not anticipate and adversely impact our ability to integrate newly acquired operations. In addition, our field management may spend a greater amount of time integrating these new businesses and less time managing our existing businesses. During these periods, there may be less attention directed to marketing efforts or staffing issues, which could affect our revenue and expense. For all of these reasons, our historical success in integrating acquired businesses is not a reliable indicator of our ability to do so in the future.

The significant competition in the companion animal healthcare industry could result in a decrease in our prices, an increase in our acquisition costs, a loss of market share and could materially affect our revenue and profitability.

The companion animal healthcare industry is highly competitive with few barriers to entry. To compete successfully, we may be required to reduce prices, increase our acquisition and operating costs or take other measures that could have an adverse effect on our financial condition, results of operations, margins and cash flow. In addition, if we are unable to compete successfully, we may lose market share.

A significant component of our annual growth strategy includes the acquisition of independent animal hospitals. The competition for animal hospital acquisitions from small national and regional multi-clinic companies may cause us to increase the amount we pay to acquire additional animal hospitals and may result in fewer acquisitions than anticipated by our growth strategy. If we are unable to acquire a requisite number of animal hospitals annually or if our acquisition costs increase, we may be unable to effectively implement our growth strategy and realize anticipated economies of scale.

Some national companies in the pet care industry, including the operators of super-stores, are developing networks of animal hospitals in markets that include our animal hospitals; this may cause us to reduce prices to remain competitive. Reducing prices may have an adverse effect on our Animal Hospital revenue, alternatively not reducing prices may cause us to lose market share.

We compete with clinical laboratory companies in the same markets we service. These companies have acquired additional laboratories in the markets in which we operate and may continue their expansion, and aggressively "bundle" their products and services to compete with us. Increased competition may adversely affect our Laboratory revenue and margins. Several other national companies develop and sell on-site diagnostic equipment that allows veterinarians to perform their own laboratory tests. Growth of the on-site diagnostic testing market may have an adverse effect on our Laboratory revenue.

Our Medical Technology division is a leader in the market for medical imaging equipment in the animal healthcare industry. Our primary competitors are companies that are much larger than us and have substantially greater capital, manufacturing, marketing and research and development resources than we do, including companies such as Siemens Medical Systems, Philips Medical Systems and Canon Medical Systems. The success of our Medical Technology division, in part, is due to its focus on the veterinary market, which allows it to differentiate its products and services to meet the unique needs of this market. If this market receives more focused attention from these larger competitors, we may find it difficult to compete and as a result our revenues and operating margins from this segment could decline.

The carrying value of our goodwill and other intangible assets could be subject to an impairment write-down.

At December 31, 2010, our consolidated balance sheet reflected $1.1 billion of goodwill and $47.0 million of other intangible assets, constituting a substantial portion of our total assets of $1.8 billion at that date. We expect that the aggregate amount of goodwill and other intangible assets on our consolidated balance sheet will increase as a result of future acquisitions. We continually evaluate whether events or circumstances have occurred that suggest that the fair value of our other intangible assets or each of our reporting units are below their respective carrying values. The determination that the fair value of our intangible assets or one of our reporting units is less than its carrying value would result in an impairment write-down. The impairment

write-down would be reflected as expense and could have a material adverse effect on our results of operations during the period in which we recognize the expense.

Our estimated fair values are calculated in accordance with generally accepted accounting principles related to fair value and utilize valuation methods consisting primarily of discounted cash flow techniques, and market comparables, where applicable. These valuation methods involve the use of significant assumptions and estimates such as forecasted growth rates, valuation multiples, the weighted-average cost of capital, and risk premiums, which are based upon the best available market information and are consistent with our long-term strategic plans. We provide no assurance that forecasted growth rates, valuation multiples, and discount rates will not deteriorate. We will continue to analyze changes to these assumptions in future periods.

We require a significant amount of cash to service our debt and expand our business as planned.

We have, and will continue to have, a substantial amount of debt. Our substantial amount of debt requires us to dedicate a significant portion of our cash flow from operations to service interest and principal payments on our debt, thereby reducing the funds available for use for working capital, capital expenditures, acquisitions and general corporate purposes.

Our failure to satisfy covenants in our debt instruments will cause a default under those instruments.

In addition to imposing restrictions on our business and operations, our debt instruments include a number of covenants relating to financial ratios and tests. Our ability to comply with these covenants may be affected by events beyond our control, including prevailing economic, financial and industry conditions. The breach of any of these covenants would result in a default under these instruments. An event of default would permit our lenders and other debtholders to declare all amounts borrowed from them to be due and payable, together with accrued and unpaid interest. If we are unable to repay debt to our senior lenders, these lenders and other debtholders could proceed against our assets.

Our debt instruments may adversely affect our ability to run our business.

Our substantial amount of debt, as well as the guarantees of our subsidiaries and the security interests in our assets and those of our subsidiaries, could impair our ability to operate our business effectively and may limit our ability to take advantage of business opportunities. For example, our senior credit facility may:

- limit our ability to borrow additional funds or to obtain other financing in the future for working capital, capital expenditures, acquisitions, investments and general corporate purposes;
- limit our ability to dispose of our assets, create liens on our assets or to extend credit;
- make us more vulnerable to economic downturns and reduce our flexibility in responding to changing business and economic conditions;
- limit our flexibility in planning for, or reacting to, changes in our business or industry;
- place us at a competitive disadvantage to our competitors with less debt; and
- restrict our ability to pay dividends, repurchase or redeem our capital stock or debt, or merge or consolidate with another entity.

The terms of our senior credit facility allow us, under specified conditions, to incur further indebtedness, which would heighten the foregoing risks. If compliance with our debt obligations materially hinders our ability to operate our business and adapt to changing industry conditions, we may lose market share, our revenue may decline and our operating results may suffer.

Any failure by the manufacturers of our medical imaging equipment, failure in our ability to develop functional and cost-effective software for our products, or any product malfunctions could result in a decline in customer purchases and a reduction in our revenue and profitability.

We do not develop or manufacture the medical imaging equipment that we distribute, except for the software component of our digital radiography machines. Our business in this segment in large part is dependent upon distribution agreements with the manufacturers of the equipment, the ability of those manufacturers to produce desirable equipment and to keep pace with advances in technology, our ability to develop cost-effective, functional, and user-friendly software for the digital radiography machines, and the overall rate of new development within the industry. If the distribution agreements terminate or are not renewed, if the manufacturers breach their covenants under these agreements, if the equipment manufactured by these manufacturers or our software becomes less competitive or if there is a general decrease in the rate of new development within the industry, demand for our products and services would decrease.

Manufacturing flaws, component failures, design defects, or inadequate disclosure of product-related information could result in an unsafe condition or injury. These problems could result in product liability claims and lawsuits alleging that our products have resulted or could result in an unsafe condition or injury. In addition, an adverse event involving one of our products could result in reduced market acceptance and demand for all of our products, and could harm our reputation and our ability to market our products in the future. Any of the foregoing problems could disrupt our business and have a material adverse effect on our business, results of operations, financial condition and cash flows.

Our use of self-insurance, self-insured retention and high-deductible insurance programs to cover certain claims for losses suffered and costs or expenses incurred could negatively impact our business upon the occurrence of an uninsured and/or significant event.

We self-insure and use high retention or high-deductible insurance programs with regard to property risks, general, professional and employment practice liabilities, health benefits, and workers' compensation. In the event that the frequency of losses we experience increases unexpectedly, the aggregate of those losses could materially increase our liability and adversely affect our financial condition, liquidity, cash flows and results of operations. In addition, we have made certain judgments as to the limits on our existing insurance coverage that we believe are in line with industry standards, as well as in light of economic and availability considerations. If we experience losses above these limits it could materially adversely affect our financial and business condition.

We may experience difficulties hiring skilled veterinarians due to shortages that could disrupt our business.

If we are unable to retain an adequate number of skilled veterinarians, we may lose customers, our revenue may decline and we may need to sell or close animal hospitals. At December 31, 2010, there were 28 veterinary schools in the country accredited by the American Veterinary Medical Association. These schools graduate approximately 2,500 veterinarians per year. From time to time we experience shortages of skilled veterinarians in some regional markets in which we operate animal hospitals. During shortages in these regions, we may be unable to hire enough qualified veterinarians to adequately staff our animal hospitals, in which event we may lose market share and our revenue and profitability may decline.

If we fail to comply with governmental regulations applicable to our business, various governmental agencies may impose fines, institute litigation or preclude us from operating in certain states.

The laws of many states prohibit business corporations from providing, or holding themselves out as providers of, veterinary medical care. At December 31, 2010, we operated 166 animal hospitals in 15 states with these laws, including 49 practices in Texas, 33 in Washington and 24 in New York. In addition, our mobile imaging service also operates in one state with these laws. We may experience difficulty in expanding our operations into other states with similar laws. Although we have structured our operations to comply with our understanding of the veterinary medicine laws of each state in which we operate, interpretive legal

precedent and regulatory guidance varies by state and is often times sparse and not fully developed. A determination that we are in violation of applicable restrictions on the practice of veterinary medicine in any state in which we operate could have a material adverse effect on us, particularly if we are unable to restructure our operations to comply with the requirements of that state.

All of the states in which we operate impose various registration requirements. To fulfill these requirements, we have registered each of our facilities with appropriate governmental agencies and, where required, have appointed a licensed veterinarian to act on behalf of each facility. All veterinarians practicing in our animal hospitals are required to maintain valid state licenses to practice.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our corporate headquarters and principal executive offices are located in Los Angeles, California, in approximately 50,000 square feet of leased space. At February 28, 2011, we leased or owned facilities at 624 other locations that house our animal hospitals, laboratories and medical technology group. We own 137 facilities and the remainder are leased. We believe that our real property facilities are adequate for our current needs.

ITEM 3. LEGAL PROCEEDINGS

We are currently not subject to any legal proceedings other than ordinarily routine litigation incidental to the conduct of our business.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

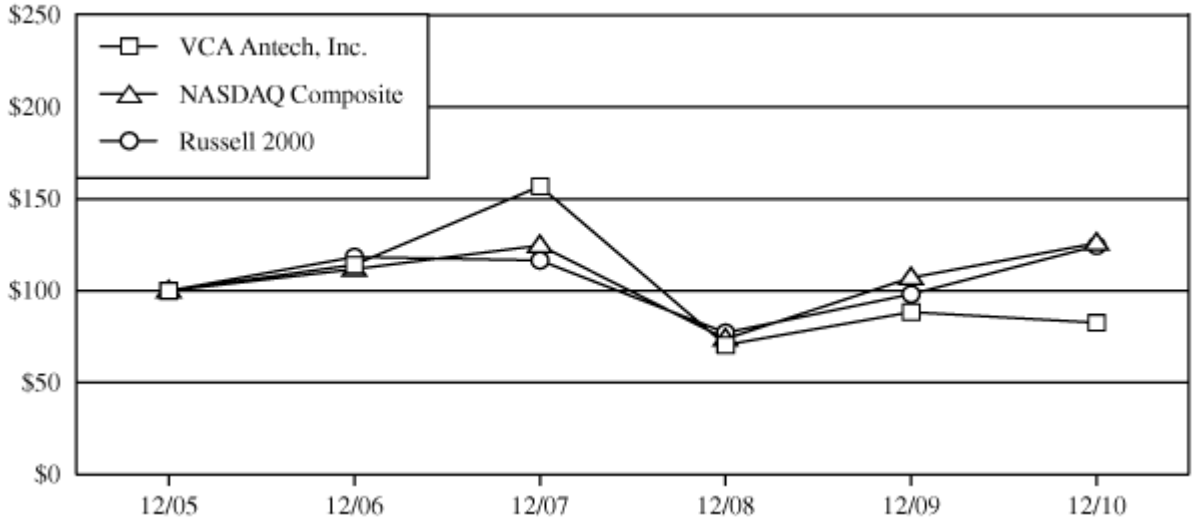
Our common stock trades on the NASDAQ Global Select Market under the symbol "WOOF." The following table sets forth the range of high and low sales prices per share for our common stock as quoted on the NASDAQ Global Select Market for the periods indicated.

	High	Low
Fiscal 2010 by Quarter		
Fourth	$24.04	$19.88
Third	$26.03	$19.12
Second	$29.28	$24.63
First	$28.09	$23.52
Fiscal 2009 by Quarter		
Fourth	$27.99	$22.41
Third	$27.07	$24.01
Second	$27.25	$21.79
First	$23.03	$17.42

At February 18, 2011, there were 231 holders of record of our common stock.

The following graph sets forth the percentage change in cumulative total stockholder return on our common stock from December 31, 2005 to December 31, 2010. These periods are compared with the cumulative returns of the NASDAQ Stock Market (U.S. Companies) Index and the Russell 2000 Index. The comparison assumes $100 was invested on December 31, 2005 in our common stock and in each of the foregoing indices. The stock price performance on the following graph is not necessarily indicative of future stock price performance.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*
Among VCA Antech, Inc., The NASDAQ Composite Index
And The Russell 2000 Index



*$100 invested on 12/31/05 in stock or index, including reinvestment of dividends.
Fiscal year ending December 31.

	12/05	12/06	12/07	12/08	12/09	12/10
VCA Antech, Inc.	100.00	114.15	156.84	70.50	88.37	82.59
NASDAQ Composite	100.00	111.74	124.67	73.77	107.12	125.93
Russell 2000	100.00	118.37	116.51	77.15	98.11	124.46

Dividends

We have not paid cash dividends on our common stock, and we do not anticipate paying cash dividends in the foreseeable future. In addition, our senior credit facility places limitations on our ability to pay cash dividends in respect of our common stock. Specifically, our senior credit facility dated August 19, 2010 prohibits us from declaring, ordering, paying or setting apart any sum for any dividends or other distributions on account of any shares of any class of stock, other than dividends payable solely in shares of stock to holders of such class of stock. Any future determination as to the payment of dividends on our common stock will be restricted by these limitations, will be at the discretion of our Board of Directors and will depend on our results of operations, financial condition, capital requirements and other factors deemed relevant by the Board of Directors, including the General Corporation Law of the State of Delaware, which provides that dividends are only payable out of surplus or current net profits.

Transactions in Our Equity Securities

For the period covered by this report, we have not engaged in any sales of our unregistered equity securities that were not disclosed in a quarterly report on Form 10-Q or a current report on Form 8-K, and we have not repurchased any of our equity securities in the fourth quarter.

ITEM 6. SELECTED FINANCIAL DATA

The following table provides our selected consolidated financial data as of and for each of the years in the five-year period ended December 31, 2010. The income statement and cash flow data and the other data for each of the three years ended December 31, 2010, and the balance sheet data as of December 31, 2010 and 2009 has been derived from our audited financial statements included elsewhere in this Form 10-K. The other periods presented were derived from our audited financial statements that are not included in this Form 10-K.

The selected financial data presented below is not necessarily indicative of results of future operations and should be read in conjunction with the *Management's Discussion and Analysis of Financial Condition and Results of Operations* section and our consolidated financial statements and related notes included elsewhere in this 10-K.

	December 31,				
	2010	2009(8)	2008(8)	2007(8)	2006(8)
	(In thousands, except per share amounts)				
Income Statement Data:					
Animal Hospital revenue(1)(6)	$1,052,462	$ 994,215	$ 959,395	$ 844,344	$711,997
Laboratory revenue	310,654	310,057	306,891	297,690	259,321
Medical Technology revenue(4)	64,013	48,557	49,238	44,828	38,329
Intercompany revenue	(45,661)	(38,322)	(38,054)	(30,717)	(26,334)
Total revenue	1,381,468	1,314,507	1,277,470	1,156,145	983,313
Direct costs	1,050,304	973,275	934,996	835,462	713,442
Gross profit	331,164	341,232	342,474	320,683	269,871
Selling, general and administrative expense(2)	123,541	95,669	90,564	86,139	77,325
Net loss on sale of assets(5)	374	4,035	234	1,323	19
Operating income(2)(5)	207,249	241,528	251,676	233,221	192,527
Interest expense, net	13,630	21,466	28,559	29,503	24,240
Debt retirement costs	2,131	—	—	—	—
Other (income) expense	(772)	(104)	(212)	220	8
Income before provision for income taxes	192,260	220,166	223,329	203,498	168,279
Provision for income taxes(3)(7)	78,102	84,580	86,219	78,636	59,650
Net income	114,158	135,586	137,110	124,862	108,629
Net income attributable to noncontrolling interests	3,915	4,158	4,126	3,850	3,100
Net income attributable to VCA Antech, Inc.	$ 110,243	$ 131,428	$ 132,984	$ 121,012	$105,529
Basic earnings per share	$ 1.28	$ 1.54	$ 1.57	$ 1.44	$ 1.27
Diluted earnings per share	$ 1.27	$ 1.53	$ 1.55	$ 1.41	$ 1.24
Weighted-average shares outstanding for basic earnings per share	86,049	85,077	84,455	83,893	83,198
Weighted-average shares outstanding for diluted earnings per share	87,051	86,097	85,700	85,716	84,882

	December 31,				
	2010	2009(8)	2008(8)	2007(8)	2006(8)
	(In thousands, except percentages)				
Other Financial Data:					
Consolidated gross margin	24.0%	26.0%	26.8%	27.7%	27.4%
Animal Hospital gross margin(1)(6)	16.4%	18.5%	19.2%	19.3%	19.4%
Laboratory gross margin	45.8%	46.3%	46.6%	48.1%	46.0%
Medical Technology gross margin(4)	30.1%	32.6%	35.6%	33.6%	35.6%
Consolidated operating margin(2)(5)	15.1%	18.4%	19.7%	20.2%	19.6%
Animal Hospital operating margin(1)(6)	14.1%	16.3%	16.9%	16.6%	16.6%
Laboratory operating margin	37.3%	38.9%	39.9%	41.5%	39.3%
Medical Technology operating margin(4)	7.3%	6.1%	10.8%	9.3%	9.3%
Cash Flow Data:					
Net cash provided by operating activities	$ 168,073	$ 183,471	$ 197,308	$ 173,764	$130,404
Net cash used in investing activities	$ (151,006)	$ (130,770)	$ (212,711)	$ (271,305)	$ (87,732)
Net cash (used in) provided by financing activities	$ (65,310)	$ 3,477	$ (6,402)	$ 163,303	$ (56,056)
Capital expenditures	$ (61,951)	$ (50,801)	$ (55,045)	$ (48,714)	$ (35,316)
Balance Sheet Data (at period end):					
Cash and cash equivalents	$ 97,126	$ 145,181	$ 88,959	$ 110,866	$ 45,104
Goodwill	$1,092,480	$ 985,674	$ 922,057	$ 821,967	$625,748
Total assets	$1,776,422	$1,627,404	$1,449,038	$1,286,711	$971,957
Long-term debt	$ 527,036	$ 545,055	$ 552,631	$ 560,180	$390,715
Total stockholders' equity	$ 998,924	$ 875,047	$ 710,989	$ 568,384	$430,305

(1) On July 1, 2010, we acquired a 70.4% interest in Pet DRx Corporation which operated 23 animal hospitals as of the acquisition date. On November 1, 2010, we acquired the remaining 29.6% interest.

(2) In 2010, our SG&A, operating income and operating margin were unfavorably impacted by $14.5 million in consulting and SERP expenses to be paid in accordance with consulting and SERP agreements entered into on June 30, 2010.

(3) The 2010 provision for income taxes includes the recognition of $5.4 million, or $3.5 million net of tax, related to additional state tax payments required as a result of a tax settlement reached.

(4) On July 1, 2009, we acquired Eklin, a supplier of digital radiography equipment to the veterinary industry.

(5) In 2009, our operating margin was unfavorably impacted by a $3.3 million non-cash charge related to the write-off of an internal-use software project. The $3.3 million is net of $1.9 million in cash recovered for certain costs incurred on this project. The write-off impacted our 2009 operating margin by 0.3%.

(6) On June 1, 2007, we acquired Healthy Pet, which operated 44 animal hospitals as of the acquisition date.

(7) The 2006 provision for income taxes includes recognition of a $6.8 million tax benefit due to the outcome of an income tax audit that resulted in a reduction in our estimated tax liabilities.

(8) Certain prior year amounts have been reclassified to reflect the transfer of certain business operations to the Laboratory segment from the Medical Technology segment. The reclassifications did not have a material impact on either of our segments.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our consolidated financial statements provided under Part II, Item 8 of this annual report on Form 10-K. We have included herein statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We generally identify forward-looking statements in this report using words like "believe," "intend," "seek," "expect," "estimate," "may," "plan," "should plan," "project," "contemplate," "anticipate," "predict," "potential," "continue," or similar expressions. You may find some of these statements below and elsewhere in this report. These forward-looking statements are not historical facts and are inherently uncertain and outside of our control. Any or all of our forward-looking statements in this report may turn out to be wrong. They can be affected by inaccurate assumptions we might make or by known or unknown risks and uncertainties. Many factors mentioned in our discussion in this report will be important in determining future results. Consequently, no forward-looking statement can be guaranteed. Actual future results may vary materially. Factors that may result in these forward-looking statements in being different than reflected in this report are described throughout this annual report and particularly in "Risk Factors" Part I, Item 1A of this annual report on Form 10-K.

The forward-looking information set forth in this annual report on Form 10-K is as of February 28, 2011, and we undertake no duty to update this information. Shareholders and prospective investors can find information filed with the SEC after February 28, 2011, at our website at http://investor.vcaantech.com or at the SEC's website at www.sec.gov .

Overview

We are a leading national animal healthcare company. We provide veterinary services and diagnostic testing services to support veterinary care and we sell diagnostic imaging equipment and other medical technology products and related services to veterinarians. Our reportable segments are as follows:

- Our Animal Hospital segment operates the largest network of freestanding, full-service animal hospitals in the nation. Our animal hospitals offer a full range of general medical and surgical services for companion animals. We treat diseases and injuries, offer pharmaceutical and retail products and perform a variety of pet wellness programs, including health examinations, diagnostic testing, routine vaccinations, spaying, neutering and dental care. At December 31, 2010, our animal hospital network consisted of 528 animal hospitals in 41 states.
- Our Laboratory segment operates the largest network of veterinary diagnostic laboratories in the nation. Our laboratories provide sophisticated testing and consulting services used by veterinarians in the detection, diagnosis, evaluation, monitoring, treatment and prevention of diseases and other conditions affecting animals. At December 31, 2010, our laboratory network consisted of 50 laboratories serving all 50 states and certain areas in Canada.
- Our Medical Technology segment sells digital radiography and ultrasound imaging equipment, related computer hardware, software and ancillary services.

The practice of veterinary medicine is subject to seasonal fluctuation. In particular, demand for veterinary services is significantly higher during the warmer months because pets spend a greater amount of time outdoors where they are more likely to be injured and are more susceptible to disease and parasites. In addition, use of veterinary services may be affected by levels of flea infestation, heartworms and ticks, and the number of daylight hours.

Our revenue has been adversely impacted by the current economic recession. We are unable to forecast the timing or degree of any economic recovery. Further, trends in the general economy may not be reflected in our business at the same time or in the same degree as in the general economy. The timing and degree of any economic recovery, and its impact on our business, are among the important factors that could cause our actual results to differ from our forward-looking information.

Executive Overview

The continued economic uncertainty has had, and may continue to have, an adverse impact on our revenue and our profitability. Consumer spending habits, including spending for pet healthcare, are affected by, among other things, prevailing economic conditions, levels of employment, salaries and wage rates, consumer confidence and consumer perception of economic conditions. Beginning in 2007, these factors have caused consumer spending to deteriorate significantly and may continue to cause levels of spending to remain depressed for the foreseeable future. These factors may cause pet owners to elect to defer expensive treatment options or to forgo treatment for their pets altogether. During the latter part of 2008 and continuing through 2010, we experienced a decline in the number of visits to our animal hospitals and the number of orders placed. In addition, we experienced a decline during the current year in the number of our Laboratory requisitions. Competition in our markets has put downward pressure on the prices we charge for our services. These factors have contributed to a decline in our Animal Hospital same-store revenue growth and a slowing of the rate of our Laboratory internal revenue growth.

During 2010, the decline in our Animal Hospital same-store revenue growth and the slowing of the rate of our Laboratory internal revenue growth contributed to declining profit margins and net income.

We believe that our ability to maintain or increase margins in 2011 will be dependent on organic revenue growth rates. We plan to continue our growth strategy of acquiring individual animal hospitals and maintain our strong emphasis on expense management. However, our ability to return to our historical margins will be dependent on increases in same-store revenue growth in our animal hospitals and internal revenue growth in our laboratories.

Refinancing Transactions

On August 19, 2010 we refinanced our senior credit facility. The new senior credit facility provides for $500 million of senior term notes and a $100 million revolving credit facility. Both the senior term notes and the revolving credit facility are priced at LIBOR plus 225 basis points, a 75 basis point increase from our previous credit facility, see Note 5, *Long-Term Obligations* , in our consolidated financial statements of this annual report on Form 10-K for a more detailed discussion of applicable interest rates on our new debt. In conjunction with these refinancing transactions, we incurred $9.4 million of costs of which approximately $2.1 million, or $1.3 million after tax were recognized as part of income from continuing operations for the year ended December 31, 2010 and the remaining $7.3 million were capitalized as deferred financing costs which will be amortized over the term of the credit facility. Included in the $2.1 million of costs included in income from continuing operations was approximately $192,000 of previously deferred financing costs that were written off as part of the transaction.

Acquisitions

Our annual growth strategy includes the acquisition of independent animal hospitals. In addition, we also evaluate the acquisition of animal hospital chains, laboratories or related businesses if favorable opportunities are presented. In 2010 we acquired 27 independent animal hospitals with annual revenue of $72.0 million and

a chain of 23 animal hospitals with annual revenue of $58.4 million. The following table summarizes the changes in the number of facilities operated by our Animal Hospital and Laboratory segments:

	For The Years Ended December 31,		
	2010	2009	2008
Animal hospitals:			
Beginning of period	489	471	438
Acquisitions, excluding Pet DRx in 2010	27	27	51
Pet DRx	23	—	—
Acquisitions relocated into our existing animal hospitals	(2)	(5)	(13)
New facilities	—	—	1
Sold, closed or merged	(9)	(4)	(6)
End of period	528	489	471
Laboratories:			
Beginning of period	47	44	36
Acquisitions	—	2	4
Acquisitions relocated into our existing laboratories	—	(2)	(1)
New facilities	4	3	5
Closed or merged	(1)	—	—
End of period	50	47	44

Animal Hospital and Laboratory Acquisitions, excluding Pet DRx

The following table summarizes the aggregate consideration, including acquisition costs, paid by us for our acquired animal hospitals and laboratories, excluding Pet DRx, and the allocation of the purchase price (in thousands):

	For Years Ended December 31,		
	2010	2009	2008
Consideration:			
Cash(1)	$69,456	$56,806	$123,129
Non-cash note conversion to equity interest in subsidiary	—	5,700	—
Contingent consideration	2,857	712	—
Fair value of total consideration transferred	$72,313	$63,218	$123,129
Allocation of the Purchase Price:			
Tangible assets	$ 3,592	$ 8,625	$ 4,954
Identifiable intangible assets	9,510	9,408	20,447
Goodwill(2)	60,839	51,171	104,411
Notes payable and other liabilities assumed	(1,628)	(5,986)	(6,683)
Total	$72,313	$63,218	$123,129

(1) See the *Cash Flows from Investing Activities* section in the Liquidity and Capital Resources discussion for reconciliation of cash paid for acquisitions per this schedule to the consolidated statements of cash flows.

(2) We expect that $58.2 million, $33.6 million and $81.2 million of the goodwill recognized in 2010, 2009 and 2008, respectively, will be fully deductible for income tax purposes.

In addition to the purchase price listed above are cash payments made for real estate acquired in connection with our purchase of animal hospitals totaling $9.3 million, $4.9 million and $17.6 million in 2010, 2009 and 2008, respectively.

Pet DRx Acquisition

On July 1, 2010, we acquired a 70.4% interest in Pet DRx Corporation ("Pet DRx"), a provider of veterinary primary care and specialized services to companion animals. Pet DRx operated 23 animal hospitals in California at the time of its acquisition. The acquisition expands our presence in the California market. We acquired the remaining portion of Pet DRx on November 1, 2010. The aggregate purchase price in both steps was $41.3 million. Our consolidated financial statements reflect the operating results of Pet DRx since July 1, 2010.

The following table summarizes the purchase price and the allocation of the purchase price (in thousands):

Consideration:	
Cash paid to bondholders	$ 29,532
Cash paid to shareholders	7,670
Cash paid for holdbacks	750
Fair value of total consideration transferred	$ 37,952
Allocation of the Purchase Price:	
Tangible assets	$ 17,766
Identifiable intangible assets	3,074
Goodwill(1)	44,962
Other liabilities assumed	(27,850)
Total	$ 37,952
Acquisition-related costs (included in corporate selling, general and administrative expense in our income statement for the year ended December 31, 2010)	$ 3,567

(1) We expect that $6.4 million of goodwill will be fully deductible for income tax purposes, of which $6.3 million remains as of December 31, 2010.

The pro forma impacts on revenue and earnings have not been disclosed for the current or comparable prior periods, as the amounts were immaterial to the financial statements as a whole.

Eklin Medical Systems, Inc. Acquisition

On July 1, 2009, we acquired Eklin, a leading seller of digital radiography and ultrasound systems in the veterinary market. We acquired Eklin for a purchase price of $12.5 million, net of cash acquired of $1.0 million. The following table summarizes the purchase price and allocation of the purchase price (in thousands):

Consideration:	
Cash(1)	$ 12,504
Fair value of total consideration transferred	$ 12,504
Allocation of the Purchase Price:	
Tangible assets	$ 6,830
Identifiable intangible assets	7,351
Goodwill(2)	10,875
Other liabilities assumed	(12,552)
Total	$ 12,504

(1) See the *Cash Flows from Investing Activities* section in the Liquidity and Capital Resources discussion for a reconciliation of cash paid for acquisitions per this schedule to the consolidated statements of cash flows.

(2) We expect that $3.4 million of the goodwill recorded for this acquisition as of December 31, 2010 will be fully deductible for income tax purposes, of which $2.6 million remains as of December 31, 2010.

In addition we incurred $537,000 in transaction costs, which were expensed in 2009 in accordance with the FASB's revised accounting guidance on business combinations, effective January 1, 2009.

Eklin has been combined with STI and is reported within our Medical Technology segment.

The pro forma impacts on revenue and earnings have not been disclosed for the current or comparable prior periods, as the amounts were immaterial to the financial statements as a whole.

Critical Accounting Policies and Estimates

We believe that the application of the following accounting policies, which are important to our financial position and results of operations, require significant judgments and estimates on the part of management. For a summary of all our accounting policies, including the accounting policies discussed below, see Note 2 , *Summary of Significant Accounting Policies*, in our consolidated financial statements of this annual report on Form 10-K.

Revenue

Animal Hospital and Laboratory Revenue

We recognize revenue when persuasive evidence of a sales arrangement exists, delivery of goods has occurred or services have been rendered, the sales price or fee is fixed or determinable and collectability is reasonably assured.

Medical Technology Revenue

Our Medical Technology segment generates a majority of its revenue from the sale of digital radiography and ultrasound imaging equipment. We also generate revenue from: (i) licensing software; (ii) providing technical support and product updates on a when-and-if available basis related to our software, otherwise known as maintenance; (iii) providing professional services related to our equipment and software, including installations, on-site training, education services and extended warranty programs; and (iv) providing mobile imaging services. We frequently sell equipment and license our software in multiple element arrangements in which the customer may choose a combination of our products and services.

The accounting for the sale of equipment and the sale of software licenses and related items is substantially governed by the requirements of the FASB's general revenue recognition rules. The determination of the amount of software license, maintenance and professional service revenue to be recognized in each accounting period requires us to exercise judgment and use estimates. In determining whether or not to recognize revenue, we evaluate each of these criteria:

- *Evidence of an arrangement :* We consider a non-cancelable agreement signed by the customer and us to be evidence of an arrangement.
- *Delivery :* We consider delivery to have occurred when the ultrasound imaging equipment is delivered. We consider delivery to have occurred when the digital radiography imaging equipment, including software, is delivered or accepted by the customer if installation is required. We consider delivery to have occurred with respect to professional services when those services are provided or on a straight-line basis over the service contract term, based on the nature of the service or the terms of the contract.
- *Fixed or determinable fee :* We assess whether fees are fixed or determinable at the time of sale and recognize revenue if all other revenue recognition requirements are met. We generally consider

payments that are due within six months to be fixed or determinable based upon our successful collection history. We only consider fees to be fixed or determinable if they are not subject to refund or adjustment.

- *Collection is deemed reasonably assured :* We conduct a credit review for all significant transactions at the time of the arrangement to determine the credit worthiness of the customer. Collection is deemed probable if we expect that the customer will be able to pay amounts under the arrangement as payments become due. If we determine that collection is not probable, we defer the revenue and recognize the revenue upon cash collection.

Digital Radiography Imaging Equipment

We sell our digital radiography imaging equipment with multiple elements, including hardware, software licenses and/or services. Under new accounting guidance, tangible products containing software components and nonsoftware components that function together to deliver the tangible product's essential functionality are now accounted for under the FASB's new guidance pertaining to multiple-deliverable revenue arrangements. These types of arrangements were previously accounted for under the software accounting guidance. The following discussion reflects the method of application of the new guidance and the impact of the adoption on the current year financial statements.

Under the new guidance sales arrangement consideration is allocated at the inception of the arrangement to all deliverables using the relative selling price method, whereby any discount in the arrangement is allocated proportionally to each deliverable on the basis of each deliverable's selling price. The selling price for each deliverable is based on vendor-specific objective evidence ("VSOE") if available, third-party evidence ("TPE") if VSOE is not available, or estimated selling price ("ESP") if neither VSOE nor TPE is available. For elements where VSOE is available, VSOE of fair value is based on the price for those products and services when sold separately by us or the price established by management with the relevant authority. TPE of selling price is the price of our, or any of our competitor's, largely interchangeable products or services in stand-alone sales to similarly situated customers. We do not currently have VSOE for our DR imaging equipment as units are not sold on a stand-alone basis without the related support packages. As this is also true for our competitors, TPE of selling price is also unavailable. We therefore use the ESP to allocate the arrangement consideration related to our DR imaging equipment.

We recognize revenue for services sold with our digital radiography imaging equipment when the services are provided or at the time of delivery or installation and customer acceptance. Generally, at the time of delivery and installation of equipment the only undelivered item is the post-contract customer support ("PCS"). This obligation is contractually defined in both terms of scope and period. For the PCS, we recognize the revenue for these services on a straight-line basis over the period of support and we expense the costs of these services as they are incurred.

The new guidance resulted in a different allocation of revenue to the deliverables in the current fiscal year, which changed the pattern and timing of revenue recognition for these elements but did not change the total revenue to be recognized for the arrangement. Revenue and gross profit increased by approximately $3.4 million and $1.0 million, respectively, for the year ended December 31, 2010 primarily as a result of the acceleration of revenue related to the delivery of the equipment in international markets.

We are not able to reasonably estimate the effect of adopting these standards on future financial periods as the impact will vary based on the nature and volume of new or materially modified arrangements in any given period.

Ultrasound Imaging Equipment

We sell our ultrasound imaging equipment on a stand-alone basis and with multiple elements, including hardware, software, licenses and/or services. When we sell the ultrasound imaging equipment on a stand-alone basis, we account for the sale under the requirements of the FASB's general revenue recognition rules and recognize revenue upon delivery. We account for the sale of ultrasound imaging equipment with related

computer hardware and software by separating the transaction into individual elements under the requirements of the FASB's Revenue Recognition — Multiple-Element Arrangements guidance. We recognize revenue for each element in accordance with the FASB's general revenue recognition rules.

Digital Radiography and Ultrasound Imaging Equipment Sold Together

In certain transactions we sell our ultrasound imaging equipment and related services together with our digital radiography imaging equipment and related services. In these transactions, each element is separated pursuant to the FASB's Revenue Recognition — Multiple-Element Arrangements guidance and accounted for in accordance with the FASB's general revenue recognition rules.

Other Services

We recognize revenue on mobile imaging, consulting and education services at the time the services have been rendered. We also generate revenue from extended service agreements related to our digital radiography imaging and ultrasound imaging equipment. These extended service agreements include technical support, product updates for software and extended warranty coverage. The revenue for these extended service agreements is recognized on a straight-line basis over the term of the agreement.

Valuation of Goodwill and Other Intangible Assets

Goodwill

We allocate a significant portion of the purchase price for our acquired businesses to goodwill. Our goodwill represents the excess of the cost of an acquired entity over the net of the amounts assigned to identifiable assets acquired and liabilities assumed. The total amount of our goodwill at December 31, 2010 was $1.1 billion, consisting of $966.0 million for our Animal Hospital segment, $96.8 million for our Laboratory segment and $29.7 million for our Medical Technology segment.

We test our goodwill for impairment annually, or sooner if circumstances indicate an impairment may exist, in accordance with goodwill guidance. We adopted the end of October as our annual impairment testing date, which allows us time to accurately complete our impairment testing process in order to incorporate the results in our annual financial statements and timely file those statements with the Securities and Exchange Commission ("SEC") in accordance with our accelerated filing requirements. There were no impairment charges resulting from the October 31, 2010, 2009 or 2008 impairment tests. In addition, no events have occurred subsequent to the 2010 testing date which would indicate any impairment may have occurred.

The recognition and measurement of a goodwill impairment loss involves a two-step process:

First we identify potential impairment by comparing the estimated fair value of our reporting units with the carrying value of our reporting units per our accounting books, with carrying value defined as the reporting unit's net assets, including goodwill. If the estimated fair value of our reporting units is greater than our carrying value, there is no impairment and the second step is not needed.

If we identify a potential impairment in the first step, we are then required to measure the amount of impairment. The amount of the impairment is determined by allocating the estimated fair value of the reporting unit as determined in step one to the reporting unit's net assets based on fair value as would be done in an acquisition. In this hypothetical acquisition, the residual estimated fair value after allocation to the reporting units' identifiable net assets is the estimated fair value of goodwill. If the estimated fair value of goodwill is less than the carrying amount of goodwill, goodwill is considered impaired and written down to the estimated fair value with a corresponding charge to earnings. However, if the estimated fair value of goodwill is greater than the carrying amount of goodwill, goodwill is not considered impaired and is not adjusted to the estimated fair value. Determining the fair value of the net assets of our reporting units under this step would require significant estimates.

Our estimated fair values are calculated in accordance with generally accepted accounting principles related to fair value and utilize generally accepted valuation techniques consisting primarily of discounted cash

flow techniques and market comparables, where applicable. These valuation methods involve the use of significant assumptions and estimates such as forecasted growth rates, valuation multiples, the weighted-average cost of capital, and risk premiums, which are based upon the best available market information and are consistent with our long-term strategic plans. In 2010, 2009 and 2008, we determined that the estimated fair value of each of our reporting units exceeded their respective net book value, resulting in a conclusion that none of the goodwill of our reporting units was impaired. However, changes in our estimates, such as forecasted cash flows, would affect the estimated fair value of our reporting units and could have resulted in a goodwill impairment charge particularly for our Animal Hospital and Medical Technology reporting units. The fair value of our Laboratory reporting unit significantly exceeded its respective book value. However, the calculated fair value of our Animal Hospital and Medical Technology reporting units exceeded their respective carrying values by a much narrower margin. There is approximately $966.0 million and $29.7 million of goodwill associated with the Animal Hospital and Medical Technology reporting units respectively. While management does not believe that impairment is probable, the performance of these business units requires continued improvement in future periods to sustain their carrying value. The amount of any future impairment is dependent on the performance of the business which is dependent upon a number of variables, especially revenue growth, which cannot be predicted with certainty.

We will continue to analyze changes to these assumptions in future periods. We will continue to evaluate goodwill during future periods and further declines in revenue growth rates could result in a goodwill impairment.

Other Intangible Assets

In addition to goodwill, we acquire other identifiable intangible assets in our acquisitions, including but not limited to covenants-not-to-compete, client lists, lease related assets and customer relationships. We value these identifiable intangible assets at estimated fair value. Our estimated fair values are based on generally accepted valuation techniques such as market comparables, discounted cash flow techniques or costs to replace. These valuation methods involve the use of significant assumptions such as the timing and amount of future cash flows, risks, appropriate discount rates, and the useful lives of intangible assets.

Subsequent to acquisition, we test our identifiable intangible assets for impairment as part of a broader test for impairment of long-lived assets under the FASB's accounting guidance for property, plant and equipment, whenever events or changes in circumstances indicate that the carrying value may not be recoverable. The recognition and measurement of an impairment loss under the FASB's accounting guidance also involves a two-step process:

First we identify potential impairment by estimating the aggregate projected undiscounted future cash flows associated with an asset or asset pool and compare that amount with the carrying value of those assets. If the aggregate projected cash flow is greater than our carrying amount, there is no impairment and the second step is not needed.

If we identify a potential impairment in the first step, we are then required to write the assets down to fair value with a corresponding charge to earnings. If the fair value is greater than carrying value, there is no adjustment. We may be required to make significant estimates in determining the fair value of some of our assets.

Income Taxes

We account for income taxes under the FASB's accounting guidance for income taxes. In accordance with the FASB's accounting guidance, we record deferred tax liabilities and deferred tax assets, which represent taxes to be settled or recovered in the future. We adjust our deferred tax assets and deferred tax liabilities to reflect changes in tax rates or other statutory tax provisions. Changes in tax rates or other statutory provisions are recognized in the period the change occurs.

We make judgments in assessing our ability to realize future benefits from our deferred tax assets, which include operating and capital loss carryforwards. We believe that our earnings during the periods when the temporary differences become deductible will be sufficient to realize the related future tax benefits. Should we

determine that we would not be able to realize all or a portion of our deferred tax assets, an adjustment would be made to the carrying amount through a valuation allowance.

Also, our net deductible temporary differences and tax carryforwards are recorded using the enacted tax rates expected to apply to taxable income in the periods in which the deferred tax liability or asset is expected to be settled or realized. At December 31, 2010, we have a net deferred tax liability of $63.1 million. Should the expected applicable tax rates change in the future, an adjustment to the net deferred tax liability would be credited or charged, as appropriate, to income in the period such determination was made. For example, an increase of 1.0% in our anticipated income tax rate would cause us to increase our net deferred tax liability balance by $1.5 million with a corresponding charge to earnings.

We also assess differences between our tax bases, which are more likely than not to be realized, and the as-filed tax bases of certain assets and liabilities. We account for unrecognized tax benefits in accordance with the FASB's accounting guidance on income taxes which prescribes a minimum probability threshold that a tax position must meet before a financial statement benefit is recognized. The minimum threshold is defined as a tax position that is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation, based solely on the technical merits of the position. The tax benefit to be recognized is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. We did not have any unrecognized tax benefits on December 31, 2010.

Self-Insured Liabilities

We self-insure and use high retention or high-deductible insurance programs for certain losses related to workers' compensation and employee health claims. Our self-insured liabilities contain uncertainties because we are required to make assumptions and to apply judgment to estimate the ultimate cost to settle reported claims and claims incurred but not reported as of the balance sheet date. We have not made any material changes in the reserving methodology used to establish our self-insured liabilities during the past three years.

Workers' Compensation Insurance

A portion of our workers' compensation insurance policies are self-insured retention annual policies that begin on October 1st. The policies cover specific annual periods and are normally open for no longer than seven years after the period allowing claims for incidents occurring during the covered period to be submitted after the end of the policy year.

Under our workers' compensation insurance policies, we are responsible for the first $250,000 in claim liability per individual occurrence and we are also subject to an aggregate limit. We use an internal review process to estimate claim liability based on actual and expected claims incurred and the estimated ultimate cost to settle the claims. Periodically, we review our assumptions and valuations to determine the adequacy of our self-insured liabilities. During the fourth quarter of 2010, 2009 and 2008, based upon our internal review, we revised our estimate of our claims liability resulting in a $514,000, $1.2 million and $2.0 million favorable impact to our net earnings, respectively.

Beginning with the 2008 policy year we changed our coverage from a self-insured retention policy to a guaranteed policy.

Health Insurance

With the exception of California employees enrolled in HMO plans, we are effectively self-insuring our employee health care benefit by retaining claims liability risk up to $200,000 per incident and an aggregate claim limit based on the number of employees enrolled in the plan per month. We estimate our liability for the uninsured portion of employee health care obligations that have been incurred but not reported based on our claims experience, the number of employees enrolled in the program and the average time from when a claim is incurred to the time it is paid. In addition, we perform an analysis of our potential liability for open claims.

Consolidated Results of Operations

The following table sets forth components of our income statements expressed as a percentage of revenue:

	For The Years Ended December 31,		
	2010	2009(1)	2008 (1)
Revenue:			
Animal Hospital	76.2%	75.6%	75.1%
Laboratory	22.5	23.6	24.0
Medical Technology	4.6	3.7	3.9
Intercompany	(3.3)	(2.9)	(3.0)
Total revenue	100.0	100.0	100.0
Direct costs	76.0	74.0	73.2
Gross profit	24.0	26.0	26.8
Selling, general and administrative expense	8.9	7.3	7.1
Net loss on sale of assets	—	0.3	—
Operating income	15.1	18.4	19.7
Interest expense, net	1.0	1.7	2.3
Debt retirement costs	0.2	—	—
Other income	(0.1)	—	—
Income before provision for income taxes	14.0	16.7	17.4
Provision for income taxes	5.7	6.4	6.7
Net income	8.3	10.3	10.7
Net income attributable to noncontrolling interests	0.3	0.3	0.3
Net income attributable to VCA Antech, Inc.	8.0%	10.0%	10.4%

(1) Prior year percentages have been adjusted to reflect the reclassification of certain business operations from our Medical Technology segment to our Laboratory segment. The reclassifications did not have a material impact on either segment.

Revenue

The following table summarizes our revenue (in thousands, except percentages):

	For The Years Ended December 31,							
	2010		2009(1)		2008(1)		% Change	
	$	% of Total	$	% of Total	$	% of Total	2010	2009
Animal Hospital	$1,052,462	76.2%	$ 994,215	75.6%	$ 959,395	75.1%	5.9%	3.6%
Laboratory	310,654	22.5%	310,057	23.6%	306,891	24.0%	0.2%	1.0%
Medical Technology	64,013	4.6%	48,557	3.7%	49,238	3.9%	31.8%	(1.4)%
Intercompany	(45,661)	(3.3)%	(38,322)	(2.9)%	(38,054)	(3.0)%	19.2%	0.7%
Total revenue	$1,381,468	100.0%	$1,314,507	100.0%	$1,277,470	100.0%	5.1%	2.9%

(1) Prior year amounts have been adjusted to reflect the reclassification of certain business operations from our Medical Technology segment to our Laboratory segment. The reclassifications did not have a material impact on either segment.

Consolidated revenue increased $67.0 million in 2010 as compared to 2009. The increase in revenue was primarily attributable to the combination of revenue from acquired animal hospitals, including Pet DRx acquired on July 1, 2010, and increased revenue from our Medical Technology business segment. The increase was partially offset by a decline in Animal Hospital same-store revenue. Our Animal Hospital same-store

revenue growth, adjusted for differences in business days declined 2.5% in 2010. Our Laboratory internal revenue growth was flat in 2010.

Consolidated revenue increased $37.0 million in 2009 as compared to 2008. The increase in revenue was primarily attributable to revenue from acquired animal hospitals and to a lesser extent revenue from the acquisition of Eklin and Laboratory internal growth. The increase was partially offset by declines in our Animal Hospital and Medical Technology same-store revenue. Our Animal Hospital same-store revenue, adjusted for differences in business days, declined 3.2% in 2009. Our Laboratory internal revenue growth, adjusted for differences in billing days, was 0.8% in 2009.

We believe that the decline in our revenue growth rates is due primarily to the aforementioned changes in our economic environment and the overall competitive environment.

Gross Profit

The following table summarizes our gross profit and our gross profit as a percentage of applicable revenue, or gross margin (in thousands, except percentages):

	For The Years Ended December 31,							
	2010		2009(1)		2008(1)		% Change	
	$	Gross Margin	$	Gross Margin	$	Gross Margin	2010	2009
Animal Hospital	$172,390	16.4%	$183,698	18.5%	$184,185	19.2%	(6.2)%	(0.3)%
Laboratory	142,196	45.8%	143,492	46.3%	143,138	46.6%	(0.9)%	0.2%
Medical Technology	19,277	30.1%	15,836	32.6%	17,510	35.6%	21.7%	(9.6)%
Intercompany	(2,699)		(1,794)		(2,359)			
Total gross profit	$331,164	24.0%	$341,232	26.0%	$342,474	26.8%	(3.0)%	(0.4)%

(1) Prior year amounts have been adjusted to reflect the reclassification of certain business operations from our Medical Technology segment to our Laboratory segment. The reclassifications did not have a material impact on either segment.

Consolidated gross profit decreased $10.1 million in 2010 as compared to 2009. The decrease was primarily due to the decline in Animal Hospital gross profit. Animal Hospital gross profit in 2010 was impacted by a decrease in gross margins as compared to 2009. This decrease was primarily attributable to a decline in same-store Animal Hospital gross margins due to the decline in Animal Hospital same-store revenue and to a lesser extent lower margins of acquired animal hospitals. Consolidated gross profit was also impacted to a lesser extent by a decline in Laboratory gross margins.

Consolidated gross profit decreased in 2009 as compared to 2008. To conform to the current year presentation we reclassified certain accounts from SG&A to direct costs in our Medical Technology segment which had a greater impact in 2009 as compared to 2008. Additionally, consolidated gross profit was impacted by a decrease in consolidated gross margins as compared to 2008. This decrease was primarily attributable to a decline in the Medical Technology gross margin due to the reclasses mentioned above and a decline in the Animal Hospital gross margin. Consolidated gross margins in 2009 and 2008 benefited from a decrease in workers' compensation insurance expense of $1.8 million and $2.9 million, respectively, or 0.1% and 0.2% of revenue, respectively, due to a reduction in our estimated workers' compensation insurance liability for prior year policy periods.

Segment Results

Animal Hospital Segment

The following table summarizes revenue and gross profit for the Animal Hospital segment (in thousands, except percentages):

	For The Years Ended December 31,			% Change	
	2010	2009	2008	2010	2009
Revenue	$1,052,462	$994,215	$959,395	5.9%	3.6%
Gross profit	$ 172,390	$183,698	$184,185	(6.2)%	(0.3)%
Gross margin	16.4%	18.5%	19.2%		

Animal Hospital revenue increased $58.2 million in 2010 as compared to 2009, and $34.8 million in 2009 as compared to 2008. The components of the increases are summarized in the following table (in thousands, except percentages and average price per order):

	2010 Comparative Analysis			2009 Comparative Analysis		
	For The Years Ended December 31,					
	2010	2009	% Change	2009	2008	% Change
Animal Hospital Revenue:						
Same-store facility:						
Orders(1)(2)	6,040	6,317	(4.4)%	5,703	6,042	(5.6)%
Average revenue per order(3)	$ 154.56	$ 151.58	2.0%	$ 150.39	$ 146.71	2.5%
Same-store revenue(1)	$ 933,555	$957,524	(2.5)%	$857,685	$886,375	(3.2)%
Business day adjustment(4)	2,124	—		—	2,761	
Net acquired revenue(5)	116,783	36,691		136,530	70,259	
Total	$1,052,462	$994,215	5.9%	$994,215	$959,395	3.6%

(1) Same-store revenue and orders were calculated using Animal Hospital operating results, adjusted to exclude the operating results for newly acquired animal hospitals that we did not own as of the beginning of the comparable period in the prior year and adjusted for the impact resulting from any differences in the number of business days in the comparable periods. Same-store revenue also includes revenue generated by customers referred from our relocated or combined animal hospitals, including those merged upon acquisition.

(2) The change in orders may not calculate exactly due to rounding.

(3) Computed by dividing same-store revenue by same-store orders. The average revenue per order may not calculate exactly due to rounding.

(4) The 2010 business day adjustment reflects the impact of one additional business day in 2010 as compared to 2009 and the 2008 business day adjustment reflects the impact of one fewer business day in 2009 as compared to 2008.

(5) Net acquired revenue represents the revenue from those animal hospitals acquired, net of revenue from those animal hospitals sold or closed, on or after the beginning of the comparable period, which was January 1, 2009 for the 2010 Comparative Analysis and January 1, 2008 for the 2009 Comparative Analysis. Fluctuations in net acquired revenue occur due to the volume, size and timing of acquisitions and dispositions during the periods from this date through the end of the applicable period.

Contributing to the decline in our volume of same-store orders is the continued impact of the current economic environment and the wide availability of many pet-related products traditionally sold in our animal hospitals, in retail stores, and other distribution channels such as the Internet.

Our business strategy is to place a greater emphasis on comprehensive wellness visits and advanced medical procedures, which typically generate higher priced orders. The migration of lower priced orders from

our animal hospitals to other distribution channels mentioned above and our emphasis on comprehensive wellness visits has over the past several years resulted in a decrease in lower priced orders and an increase in higher priced orders. However, this trend did not continue for the year ended December 31, 2010 when we experienced a decrease in the number of both lower and higher priced orders, which we believe is primarily a consequence of current economic conditions in the United States, and the impact of changes in our overall business environment on the mix of tests performed.

Price increases contributed to the increase in the average revenue per order. Prices at each of our hospitals are reviewed regularly and adjustments are made based on market considerations, demographics and our costs. These adjustments historically have approximated 3% to 6% on most services at the majority of our animal hospitals and are typically implemented in February of each year; however, price increases in 2010 have generally ranged between 2% and 3%.

Animal Hospital gross profit is calculated as Animal Hospital revenue less Animal Hospital direct costs. Animal Hospital direct costs are comprised of all costs of services and products at the animal hospitals, including, but not limited to, salaries of veterinarians, technicians and all other animal hospital-based personnel, facilities rent, occupancy costs, supply costs, depreciation and amortization, certain marketing and promotional expenses and costs of goods sold associated with the retail sales of pet food and pet supplies.

Our Animal Hospital gross margin in 2010, 2009 and 2008 was 16.4%, 18.5% and 19.2%, respectively. In 2010 and 2009 the gross margin declined as a result of a decline in our same-store revenue and to a lesser extent lower gross margins from our acquired hospitals.

Our Animal Hospital same-store gross margin in 2010, 2009 and 2008 was 17.1%, 19.4% and 20.2%, respectively. The 2010 and 2009 decrease was primarily attributable to deleveraging as a result of the aforementioned decline in same-store revenue. The 2009 same-store gross margin was also impacted by increases in medical supplies, marketing expenses and depreciation and amortization. In 2010, 2009 and 2008, our same-store animal hospitals benefited from a decrease in our estimated workers' compensation insurance liability of $715,000, $1.6 million and $2.5 million, respectively, or 0.1%, 0.2% and 0.3% of same-store revenue.

Over the last several years we have acquired a significant number of animal hospitals. Many of these newly acquired animal hospitals had lower gross margins at the time of acquisition than those previously operated by us. We have improved these lower gross margins, in the aggregate, subsequent to the acquisition by improving animal hospital revenue, reducing costs and/or increasing operating leverage.

Laboratory Segment

The following table summarizes revenue and gross profit for our Laboratory segment (in thousands, except percentages):

	For The Years Ended December 31,			% Change	
	2010	2009(1)	2008(1)	2010	2009
Revenue	$310,654	$310,057	$306,891	0.2%	1.0%
Gross profit	$142,196	$143,492	$143,138	(0.9)%	0.2%
Gross margin	45.8%	46.3%	46.6%		

(1) Prior year amounts have been adjusted to reflect the reclassification of certain business operations from our Medical Technology segment to our Laboratory segment. The reclassifications did not have a material impact on either segment.

Laboratory revenue increased $597,000 in 2010 as compared to 2009, and $3.2 million in 2009 as compared to 2008. The components of the increase in Laboratory revenue are detailed below (in thousands, except percentages and average price per requisition):

	2010 Comparative Analysis			2009 Comparative Analysis		
	For The Years Ended December 31,					
	2010	2009(5)	% Change	2009(5)	2008(5)	% Change
Laboratory Revenue:						
Internal growth:						
Number of requisitions(1)	12,932	13,224	(2.2)%	13,136	13,091	0.3%
Average revenue per requisition(2)	$ 23.98	$ 23.45	2.3%	$ 23.46	$ 23.37	0.4%
Total internal revenue(1)	$310,118	$310,057	0.0%	$308,235	$305,894	0.8%
Billing day adjustment(3)	—	—		—	997	
Acquired revenue(4)	536	—		1,822	—	
Total	$310,654	$310,057	0.2%	$310,057	$306,891	1.0%

(1) Internal revenue and requisitions were calculated using Laboratory operating results, adjusted to exclude the operating results of acquired laboratories for the comparable periods that we did not own them in the prior year and adjusted for the impact resulting from any differences in the number of billing days in comparable periods.

(2) Computed by dividing internal revenue by the number of requisitions.

(3) The 2008 billing day adjustment in the 2009 Comparative Analysis reflects the impact of differences in the number of billing days in 2009 as compared to 2008.

(4) Acquired revenue in both the 2010 and 2009 Comparative Analyses represents the revenue of the laboratories acquired in each of those respective years.

(5) Prior year amounts have been adjusted to reflect the reclassification of certain business operations from our Medical Technology segment to our Laboratory segment. The reclassifications did not have a material impact on either segment.

Laboratory revenue in 2010 increased slightly as compared to 2009 primarily due to acquired revenue. Internal revenue remained relatively flat as a decline in the volume of requisitions mostly offset the increase in average revenue per requisition.

Historically, requisitions have been driven by an ongoing trend in veterinary medicine to focus on the importance of laboratory diagnostic testing in the diagnosis, early detection and treatment of diseases, and the migration of certain tests to outside laboratories that have historically been performed in animal hospitals. While these factors have resulted in significant increases in requisitions in the past, the economic downturn, slow economic recovery, and the effects of increased competition continue to impact requisitions in the current year.

We derive our laboratory revenue from services provided to over 16,000 independently owned animal hospitals and shifts in the purchasing habits of any individual animal hospital or small group of animal hospitals is not material to our laboratory revenues. Other companies are developing networks of animal hospitals, however, and shifts in the purchasing habits of these networks have the potential of a greater impact on our laboratory revenues.

The average revenue per requisition increased slightly in 2010 due to price increases which ranged from 3% to 4% in both February 2010 and February 2009. The effects of the price increases in 2010 were partially offset by other factors including changes in the mix, performing lower-priced tests historically performed at the animal hospitals, and a decrease in higher-priced tests as a result of the current economic environment.

Laboratory gross profit is calculated as Laboratory revenue less Laboratory direct costs. Laboratory direct costs are comprised of all costs of laboratory services, including but not limited to, salaries of veterinarians, specialists, technicians and other laboratory-based personnel, transportation and delivery costs, facilities rent, occupancy costs, depreciation and amortization and supply costs.

The decrease in Laboratory gross margin in 2010 compared to 2009 was primarily due to the combination of the decline in the rate of our revenue growth, relative to increasing costs including transportation and repairs and maintenance. Our Laboratory gross margin decreased slightly in 2009 as compared to 2008 due to a decline in our revenue growth relative to an increase in certain costs, including depreciation and amortization expense for new equipment and leasehold improvements related to our continued investment in technology.

Medical Technology Segment

The following table summarizes revenue and gross profit for the Medical Technology segment (in thousands, except percentages):

	For The Years Ended December 31,			% Change	
	2010	2009(1)	2008(1)	2010	2009
Revenue	$64,013	$48,557	$49,238	31.8%	(1.4)%
Gross profit	$19,277	$15,836	$17,510	21.7%	(9.6)%
Gross margin	30.1%	32.6%	35.6%		

(1) Prior year amounts have been adjusted to reflect the reclassification of certain business operations from our Medical Technology segment to our Laboratory segment. The reclassifications did not have a material impact on either segment.

Medical Technology revenue increased $15.5 million in 2010 as compared to 2009, which was primarily attributable to increases in the unit sales of each of our digital radiography equipment product lines and ultrasound imaging equipment and increased customer service and equipment sales. Increases in our digital radiography equipment sales was partially attributable to the July 1, 2009 Eklin acquisition. Medical Technology 2010 revenue also benefited from a change in our revenue recognition policy due to the implementation of new accounting guidance, which resulted in less deferred revenue. See Note 2c, *Summary of Significant Accounting Policies — Revenue and Related Cost Recognition* , of this annual report on Form 10-K.

Medical Technology revenue decreased $681,000 in 2009 as compared to 2008, which was primarily attributable to declines on sales of our ultrasound equipment. We believe the business life cycle for ultrasound equipment is maturing and accordingly, the demand for these types of products and related services may decline in the near term. The revenue from our digital radiography imaging equipment slightly declined due to the structure of certain sales agreements that resulted in more revenue being deferred in 2009 as compared to 2008. The decreases were largely offset by increases in our customer service revenue, including warranties, due to the acquisition of Eklin.

Medical Technology gross profit is calculated as Medical Technology revenue less Medical Technology direct costs. Medical Technology direct costs are comprised of all product and service costs, including, but not limited to, all costs of equipment, related products and services, salaries of technicians, support personnel, trainers, consultants and other non-administrative personnel, depreciation and amortization and supply costs.

Medical Technology gross profit increased $3.4 million in 2010 as compared to 2009 due to the increase in revenue mentioned above offset somewhat by a decrease in gross margin. The decrease in gross margin was due to various factors including a shift in the mix of products and services sold and downward changes in pricing to mitigate the impact of competition. Specifically, revenue from the sale of small animal digital radiography imaging equipment, which has a higher gross margin, decreased as a percentage of our total Medical Technology revenue while revenue from the sale of equine digital radiography imaging equipment, which has lower gross margins, increased as a percentage of our total Medical Technology revenue. With respect to our overall digital radiography sales, as a result of the current economic environment customers are

purchasing more machines with less functionality or our standard configuration. These economic as well as competitive pressures have resulted in the decrease in margins, as the average cost per unit has declined to a lesser degree than the average revenue per unit. There was also an increase in revenue related to warranties sold, which has a higher gross margin, due to an overall increase in units installed year over year.

Medical Technology gross profit decreased in 2009 as compared to 2008 due to the decline in revenue mentioned above and a decrease in gross margin, which was impacted by the reclassification of certain accounts from SG&A to direct costs to conform to the current year's presentation. The reclassification had a greater impact in 2009 as compared to 2008.

Intercompany Revenue

Laboratory revenue in 2010, 2009 and 2008 included intercompany revenue of $37.0 million, $32.5 million and $32.0 million, respectively, that was generated by providing laboratory services to our animal hospitals. Medical Technology revenue in 2010, 2009 and 2008 included intercompany revenue of $8.6 million, $5.8 million and $6.0 million, respectively, that was generated by providing products and services to our animal hospitals. For purposes of reviewing the operating performance of our business segments, all intercompany transactions are generally accounted for as if the transaction was with an independent third party at current market prices. For financial reporting purposes, intercompany transactions are eliminated as part of our consolidation.

Selling, General and Administrative Expense

The following table summarizes our selling, general and administrative ("SG&A") expense and our expense as a percentage of applicable revenue (in thousands, except percentages):

	For The Years Ended December 31,							
	2010		2009(1)		2008(1)		% Change	
	$	% of Revenue	$	% of Revenue	$	% of Revenue	2010	2009
Animal Hospital	$ 23,539	2.2%	$21,174	2.1%	$22,142	2.3%	11.2%	(4.4)%
Laboratory	26,243	8.4%	22,895	7.4%	20,816	6.8%	14.6%	10.0%
Medical Technology	14,507	22.7%	12,885	26.5%	12,174	24.7%	12.6%	5.8%
Corporate	59,252	4.3%	38,715	2.9%	35,432	2.8%	53.0%	9.3%
Total SG&A	$123,541	8.9%	$95,669	7.3%	$90,564	7.1%	29.1%	5.6%

(1) To conform to the current year's presentation certain accounts in our Medical Technology segment have been reclassified to direct costs from SG&A. This did not have a material impact on either expense category.

Consolidated SG&A expense increased $27.9 million in 2010 as compared to 2009 and increased $5.1 million in 2009 as compared to 2008. Increased SG&A at Corporate included $14.5 million in consulting and SERP expenses to be paid in accordance with agreements entered into on June 30, 2010 and $3.6 million in transaction costs related to the Pet DRx acquisition. Increased SG&A in our Animal Hospital segment was primarily due to growth in the segment as a result of acquisitions. Laboratory SG&A increased due to research and development costs and costs incurred to support the efforts of the sales team. Our SG&A expense as a percentage of revenue increased in 2009 primarily due to acquisition transaction costs that are now expensed in accordance with the new business combination guidance that became effective January 1, 2009. In addition to normal increases in SG&A to support the growth of our company, we incurred increased costs compared to 2008 related to our entry into Canada and the development of new products in our Laboratory segment in 2009.

Operating Income

The following table summarizes our operating income (in thousands, except percentages):

	For The Years Ended December 31,							
	2010		2009		2008		% Change	
	$	% of Revenue	$	% of Revenue	$	% of Revenue	2010	2009
Animal Hospital	$148,578	14.1%	$161,872	16.3%	$162,043	16.9%	(8.2)%	(0.1)%
Laboratory	115,931	37.3%	120,586	38.9%	122,325	39.9%	(3.9)%	(1.4)%
Medical Technology	4,699	7.3%	2,940	6.1%	5,307	10.8%	59.8%	(44.6)%
Corporate	(59,260)		(42,076)		(35,640)		40.8%	18.1%
Eliminations	(2,699)		(1,794)		(2,359)		50.4%	(24.0)%
Total operating income	$207,249	15.1%	$241,528	18.4%	$251,676	19.7%	(14.2)%	(4.0)%

Consolidated operating income decreased $34.3 million in 2010 as compared to 2009. The decrease was primarily due to the decline in Animal Hospital margins and an increase in SG&A as a percentage of revenue.

The decrease in our operating margin in 2009 as compared to 2008 was primarily due to the aforementioned decrease in gross margin, and the impact of a net $3.3 million non-cash charge related to the abandonment of an internally-developed software project.

Write-down and Loss on Sale of Assets

In 2010, 2009 and 2008, we sold assets, and wrote down certain assets for net losses of $374,000, $4.0 million and $234,000, respectively. The increase in loss in 2009 was related to the abandonment of an internally-developed software project (see above discussion under *Operating Income*).

Interest Expense, Net

The following table summarizes our interest expense, net of interest income (in thousands):

	For The Years Ended December 31,		
	2010	2009	2008
Interest expense:			
Senior term notes	$10,672	$ 9,883	$23,574
Revolving credit facility	—	—	205
Interest rate swap agreements	382	9,784	5,519
Capital leases and other	2,515	2,329	2,121
Amortization of debt costs	862	486	469
	14,431	22,482	31,888
Interest income	801	1,016	3,329
Total interest expense, net of interest income	$13,630	$21,466	$28,559

The decrease in interest expense in 2010 as compared to 2009 was primarily attributable to a decrease in the overall weighted average effective interest rate primarily due to the gradual expiration of all our higher cost fixed-rate swap agreements during the last 12 months.

The decrease in net interest expense in 2009 as compared to 2008 was primarily attributable to a decrease in the effective interest rate on our senior term notes and related interest rate swap agreements from 5.5% to 3.8%, respectively.

Provision for Income Taxes

The effective rate for 2010, 2009 and 2008 was 41.5%, 39.2% and 39.3%, respectively, which reflects a tax expense of $5.4 million, or $3.5 million net of tax, recognized during 2010 related to settlement of taxes on 2004 through 2007 taxable income.

Net Income Attributable to Noncontrolling Interests

Net income attributable to noncontrolling interests represents our partners' proportionate share of income generated by those subsidiaries that we do not wholly-own.

Inflation

Historically, our operations have not been materially affected by inflation. We cannot assure that our operations will not be affected by inflation in the future.

Related Party Transactions

Transactions with ThinkPets Inc. (formerly known as Zoasis Corporation)

We incurred marketing expense for vaccine reminders and other direct mail services provided by ThinkPets, a company that is majority owned by Robert L. Antin, our Chief Executive Officer and Chairman. Arthur J. Antin, our Chief Operating Officer, owns an 8% interest in ThinkPets. We purchased services of $2.8 million, $2.7 million and $2.1 million in 2010, 2009 and 2008, respectively. Although we receive certain discounts on these services the aggregate amount of the discounts is not material to the financial statements.

Related Party Vendors

Frank Reddick joined our company as a director in February 2002 and is a partner in the law firm of Akin Gump Strauss Hauer & Feld, LLP ("Akin"). Akin provided legal services to us during 2010, 2009 and 2008. The amount paid by our company to Akin for these legal services was $2.3 million, $1.3 million and $600,000 in 2010, 2009 and 2008, respectively.

Liquidity and Capital Resources

Introduction

We generate cash primarily from payments made by customers for our veterinary services, payments from animal hospitals and other clients for our laboratory services, and from proceeds received from the sale of our imaging equipment and other related services. Our business historically has experienced strong liquidity, as fees for services provided in our animal hospitals are due at the time of service and fees for laboratory services are collected under standard industry terms. Our cash disbursements are primarily for payments related to the compensation of our employees, supplies and inventory purchases for our operating segments, occupancy and other administrative costs, interest expense, payments on long-term borrowings, capital expenditures and acquisitions. Cash outflows fluctuate with the amount and timing of the settlement of these transactions.

We manage our cash, investments and capital structure so we are able to meet the short-term and long-term obligations of our business while maintaining financial flexibility and liquidity. We forecast, analyze and monitor our cash flows to enable investment and financing within the overall constraints of our financial strategy.

At December 31, 2010, our consolidated cash and cash equivalents totaled $97.1 million, representing a decrease of $48.1 million as compared to the prior year. Cash flows generated from operating activities totaled $168.1 million in 2010, representing a decrease of $15.4 million as compared to the prior year. We spent $151.0 million on acquisitions, investments and capital expenditures during the year.

We have historically funded our working capital requirements, capital expenditures and investment in individual acquisitions primarily from internally-generated cash flows and we expect to do so in the future. During the year we retired our existing senior term notes in the principal amount of $505.4 million by entering into a new credit facility consisting of $500 million in senior term notes and $100 million revolving credit facility. The new credit facility bears interest based on the interest rate offered to our administrative agent on the London Interbank market or LIBOR plus a margin of 2.25%. We have access to an unused $100 million revolving credit facility mentioned above, which was entered into during 2010 and expires August 2015. Historically, we have accessed the capital markets to fund acquisitions that could not be funded out of cash flow. The availability of financing in the form of debt or equity however is influenced by many factors including our profitability, operating cash flows, debt levels, debt ratings, contractual restrictions and market conditions. Consequently there is no assurance that we will be able to obtain financing on favorable terms in the future.

Future Cash Flows

Short-term

Other than our acquisitions of animal hospital chains, we historically have funded our working capital requirements, capital expenditures and investments in animal hospital acquisitions from internally-generated cash flow. We anticipate that our cash on hand and net cash provided by operations and available funds under our revolving credit agreement will be sufficient to meet our anticipated cash requirements for the next 12 months. If we consummate one or more significant acquisitions of animal hospital chains during this period, we may seek additional debt or equity financing.

In 2011, we expect to spend $55 million to $65 million for the acquisition of independent animal hospitals. The ultimate number of acquisitions is largely dependent upon the attractiveness of the candidates and the strategic fit with our existing operations. From January 1, 2011 through February 28, 2011, we spent $3.2 million in connection with the acquisition of one animal hospital. In addition, we expect to spend approximately $75 million in 2011 for both property and equipment additions and capital expenditures necessary to maintain our existing facilities.

Long-term

Our long-term liquidity needs, other than those related to the day-to-day operations of our business, including commitments for operating leases, generally are comprised of scheduled principal and interest payments for our outstanding long-term indebtedness, capital expenditures related to the expansion of our business and acquisitions in accordance with our growth strategy. The scheduled payments on our long-term obligations are included in our contractual obligations table below.

We are unable to project with certainty whether our long-term cash flow from operations will be sufficient to repay our long-term debt when it comes due. If this cash flow is insufficient, we expect that we will need to refinance such indebtedness, amend its terms to extend maturity dates, or issue common stock on our company. Our management cannot make any assurances that such refinancing or amendments, if necessary, will be available on attractive terms, if at all.

Debt Related Covenants

Our new senior credit facility contains certain financial covenants pertaining to fixed charge coverage and leverage ratios. In addition, our senior credit facility has restrictions pertaining to capital expenditures, acquisitions and the payment of cash dividends. As of December 31, 2010, we were in compliance with these covenants, including the two covenant ratios, the fixed charge coverage ratio and the leverage ratio.

At December 31, 2010, we had a fixed charge coverage ratio of 1.61 to 1.00, which was in compliance with the required ratio of no less than 1.20 to 1.00. The senior credit facility defines the fixed charge coverage ratio as that ratio that is calculated on a last 12-month basis by dividing pro forma earnings before interest, taxes, depreciation and amortization, as defined by the senior credit facility (“pro forma earnings”), by fixed

charges. Fixed charges are defined as cash interest expense, scheduled principal payments on debt obligations, capital expenditures, and provision for income taxes. Pro forma earnings include 12 months of operating results for businesses acquired during the period.

At December 31, 2010, we had a leverage ratio of 1.94 to 1.00, which was in compliance with the required ratio of no more than 3.00 to 1.00. The senior credit facility defines the leverage ratio as that ratio which is calculated as total debt divided by pro forma earnings.

Historical Cash Flows

The following table summarizes our cash flows (in thousands):

	For The Years Ended December 31,		
	2010	2009	2008
Cash provided by (used in):			
Operating activities	$ 168,073	$ 183,471	$ 197,308
Investing activities	(151,006)	(130,770)	(212,711)
Financing activities	(65,310)	3,477	(6,402)
Effect of currency exchange rate charges on cash and cash equivalents	188	44	(102)
(Decrease) increase in cash and cash equivalents	(48,055)	56,222	(21,907)
Cash and cash equivalents at beginning of year	145,181	88,959	110,866
Cash and cash equivalents at end of year	$ 97,126	$ 145,181	$ 88,959

Cash Flows from Operating Activities

Net cash provided by operating activities decreased $15.4 million in 2010 as compared to 2009. This decrease was primarily due to lower operating income, and an increase in cash paid for taxes of $18.1 million, partially offset by a decrease in cash interest due to the expiration of our interest-rate swap agreements and incremental changes in working capital.

Net cash provided by operating activities decreased $13.8 million in 2009 as compared to 2008. This decrease was primarily due to decreases in working capital and a decrease in operating performance, partially offset by a decrease of $9.4 million in cash paid for interest.

Cash Flows from Investing Activities

The table below presents the components of the changes in investing cash flows (in thousands):

	For The Years Ended December 31,			Variance	
	2010	2009	2008	2010	2009
Investing Cash Flows:					
Acquisition of independent animal hospitals and laboratories	$ (69,456)	$ (56,806)	$(123,129)	$(12,650)	$ 66,323
Acquisition of Pet DRx	(7,670)	—	—	(7,670)	—
Acquisition of Eklin	—	(12,504)	—	12,504	(12,504)
Other	(3,557)	(5,267)	(3,573)	1,710	(1,694)
Total cash used for acquisitions(1)	(80,683)	(74,577)	(126,702)	(6,106)	52,125
Property and equipment additions(2)	(61,951)	(50,801)	(55,045)	(11,150)	4,244
Real estate acquired with acquisitions(3)	(9,289)	(4,894)	(17,593)	(4,395)	12,699
Proceeds from sale of assets(4)	939	151	1,775	788	(1,624)
Other(5)	(22)	(649)	(15,146)	627	14,497
Net cash used in investing activities	$(151,006)	$(130,770)	$(212,711)	$(20,236)	$ 81,941

(1) The number of acquisitions will vary from year to year based upon the available pool of suitable candidates. A discussion of our acquisitions is provided above in our *Executive Overview* .

(2) The cash used to acquire property and equipment will vary from year to year based on upgrade requirements and expansion of our animal hospitals and laboratory facilities.

(3) Due to the lower return on investment realized on acquired real estate we are highly selective in our decision to acquire real estate. The increase in cash used to acquire real estate is due to real estate purchased in connection with the acquisition of animal hospitals.

(4) The increase in proceeds from sale of assets in 2010 was due to the sale of one of our animal hospitals. The decrease in proceeds from sale of assets in 2009 was primarily due to a significant land sale in 2008.

(5) The decrease in cash used for other investing activities in 2009 was primarily due to investments made in 2008 related to our expansion into Canada and other markets.

Cash Flows from Financing Activities

The table below presents the components of the changes in financing cash flows (in thousands):

	For The Years Ended December 31,			Variance	
	2010	2009	2008	2010	2009
Financing Cash Flows:					
Repayment of long-term obligations(1)	$(555,529)	$ (7,936)	$ (7,790)	$(547,593)	$ (146)
Proceeds from long-term obligations(1)	500,000	—	—	500,000	—
Borrowings on revolving credit facility	—	—	35,000	—	(35,000)
Repayment on revolving credit facility	—	—	(35,000)	—	35,000
Payment of financing costs(1)	(9,112)	—	—	(9,112)	—
Distributions to noncontrolling interest partners(2)	(4,247)	(4,189)	(3,987)	(58)	(202)
Proceeds from stock options exercises(3)	5,510	15,297	3,606	(9,787)	11,691
Excess tax benefits from stock options	378	866	1,769	(488)	(903)
Stock repurchases(4)	(2,310)	(561)	—	(1,749)	(561)
Net cash (used in) provided by financing activities	$ (65,310)	$ 3,477	$ (6,402)	$ (68,787)	$ 9,879

(1) The cash used for repayment of debt increased due to our August 19, 2010 debt refinance and due to the payoff of debt related to the Pet DRx acquisition. The proceeds from issuance of long-term debt in 2010 is related to the debt refinance mentioned above. The payment of financing costs in 2010 is also related to the debt refinance, see Note 5, *Long-Term Obligations* , of this annual report on Form 10-K.

(2) The distributions to noncontrolling interest partners represent cash payments to noncontrolling interest partners for their portion of the partnerships' excess cash. We adopted new noncontrolling interest guidance effective January 1, 2009, which resulted in a reclassification of these distributions from operating activities to financing activities.

(3) The number of stock option exercises decreased in 2010 and increased in 2009 when compared to their respective prior years due to the increase in the market price of our stock during 2009 and the nearing expiration of certain stock options.

(4) The stock repurchases in fiscal 2010 and 2009 represent cash paid for income taxes on behalf of employees who elected to settle their tax obligations on vested stocks with a portion of the stocks that vested.

Future Contractual Cash Requirements

The following table sets forth the scheduled principal, interest and other contractual cash obligations due by us for each of the years indicated as of December 31, 2010 (in thousands):

	Payment due by period				
	Total	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
Contractual Obligations:					
Long-term debt	$ 494,618	$ 25,752	$ 65,741	$403,125	$ —
Capital lease obligations	32,418	2,349	5,193	5,459	19,417
Operating leases	899,159	53,446	105,903	103,674	636,136
Fixed cash interest expense	14,888	2,341	4,218	3,395	4,934
Variable cash interest expense Term A(1)	50,006	12,206	22,325	15,475	—
Purchase obligations(2)	18,652	7,652	8,700	2,300	—
Other long-term liabilities(3)	24,182	2,940	4,630	3,769	12,843
Earn-out payments(4)	1,172	847	325	—	—
	$1,535,095	$107,533	$217,035	$537,197	$673,330

(1) The interest payments on our variable-rate senior term notes are based on rates effective as of December 31, 2010.

(2) Our purchase obligations consist primarily of supply purchase agreements related to our Medical Technology business and construction contracts primarily for our animal hospitals.

(3) Includes future payments under our Supplemental Executive Retirement Program and Consulting Agreements.

(4) Represents contractual arrangements whereby additional cash may be paid to former owners of acquired businesses upon attainment of specified performance targets.

Off-Balance Sheet Financing Arrangements

Other than operating leases, which are included in the Contractual Obligations table listed above as of December 31, 2010, we do not have any off-balance sheet financing arrangements.

Description of Indebtedness

Senior Credit Facility

At December 31, 2010, we had $493.8 million principal amount outstanding under our senior term notes and no borrowings outstanding under our revolving credit facility.

We pay interest on our senior term notes and revolving credit facility based on the interest rate offered to our administrative agent on LIBOR plus a margin of 2.25% per annum. We pay a commitment fee of 0.50% on our revolving credit facility.

The senior term notes and the revolving credit facility mature in August 2015.

Other Debt and Capital Lease Obligations

At December 31, 2010, we had seller notes secured by assets of certain animal hospitals, unsecured debt and capital leases that totaled $33.3 million.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

At December 31, 2010, we had borrowings of $493.8 million under our senior credit facility with fluctuating interest rates based on market benchmarks such as LIBOR. Changes in interest rates could adversely affect the market value of our variable-rate debt. To mitigate our exposure to increasing interest rates we have historically entered into interest rate swap agreements that effectively convert a certain amount of our variable-rate debt to fixed-rate debt. As of December 31, 2010 we have no interest rate swap agreements. In the future, we may enter into new interest rate strategies to hedge against the risk of increasing interest rates as well as to maintain an appropriate mix of fixed-rate and variable-rate debt. However, we have not yet determined what those strategies will be or their possible impact.

If LIBOR increases 1% from December 31, 2010 the additional annual interest expense will amount to $4.8 million. If LIBOR decreases 1% from December 31, 2010 the annual interest expense savings will amount to $4.8 million.

If LIBOR increases 1% from December 31, 2009 the additional annual interest expense will amount to $5.0 million net of the effect of the swap agreement mentioned below. If LIBOR decreases 1% from December 31, 2009 the annual interest expense savings will amount to $5.0 million net of the effect of the swap agreement mentioned below. To reduce the risk of increasing interest rates, we had entered into the following interest rate swap agreement:

Fixed interest rate	2.64%
Notional amount	$100 million
Effective date	2/12/2008
Expiration date	2/26/2010
Counterparty	Wells Fargo

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

VCA ANTECH, INC. AND SUBSIDIARIES
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MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our consolidated financial statements for external reporting purposes in accordance with generally accepted accounting principles.

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.

Our management has carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our internal control over financial reporting as of December 31, 2010. In performing this evaluation, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control — Integrated Framework* . Based on our assessment of internal control over financial reporting, our management has concluded that, as of December 31, 2010, our internal control over financial reporting was effective 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.

KPMG LLP, the independent registered public accounting firm that audited the consolidated financial statements included in this annual report on Form 10-K, has issued an audit report on management's assessment of our internal control over financial reporting.

February 28, 2011

/s/ ROBERT L. ANTIN

Robert L. Antin
Chairman of the Board, President and
Chief Executive Officer

/s/ TOMAS W. FULLER

Tomas W. Fuller
Chief Financial Officer,
Vice President and Secretary

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of VCA Antech, Inc.:

We have audited the accompanying consolidated balance sheets of VCA Antech, Inc. and subsidiaries as of December 31, 2010 and 2009, and the related consolidated statements of income, stockholders' equity, comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2010. In connection with our audits of the consolidated financial statements, we also have audited the financial statement schedules of condensed financial information of registrant and valuation and qualifying accounts as listed in the index under Item 8. These consolidated financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedules 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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of VCA Antech, Inc. and subsidiaries as of December 31, 2010 and 2009, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2010, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), VCA Antech, Inc. and subsidiaries' internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 28, 2011, expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

Los Angeles, California
February 28, 2011

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of VCA Antech, Inc.:

We have audited VCA Antech, Inc. and subsidiaries' internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Management's Annual Report on Internal Control Over Financial Reporting* . Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

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, VCA Antech, Inc. and its subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of VCA Antech, Inc. and subsidiaries as of December 31, 2010 and 2009, and the related consolidated statements of income, stockholders' equity, comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2010, and our report dated February 28, 2011, expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Los Angeles, California
February 28, 2011

VCA ANTECH, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(In thousands, except par value)

	December 31,	
	2010	2009
ASSETS		
Current assets:		
Cash and cash equivalents	$ 97,126	$ 145,181
Trade accounts receivable, less allowance for uncollectible accounts of $13,801 and $13,015 at December 31, 2010 and 2009, respectively	49,224	49,186
Inventory	40,760	32,031
Prepaid expenses and other	21,138	27,242
Deferred income taxes	19,019	18,318
Prepaid income taxes	19,047	6,252
Total current assets	246,314	278,210
Property and equipment, net	331,687	289,415
Goodwill	1,092,480	985,674
Other intangible assets, net	46,986	44,280
Notes receivable, net	6,429	5,153
Deferred financing costs, net	6,700	581
Other	35,826	24,091
Total assets	$1,766,422	$1,627,404
LIABILITIES AND EQUITY		
Current liabilities:		
Current portion of long-term debt	$ 28,101	$ 17,195
Accounts payable	31,970	28,326
Accrued payroll and related liabilities	35,754	33,539
Other accrued liabilities	45,769	43,298
Total current liabilities	141,594	122,358
Long-term debt, less current portion	498,935	527,860
Deferred income taxes	82,131	75,197
Other liabilities	27,972	10,651
Total liabilities	750,632	736,066
Commitments and contingencies:		
Preferred stock, par value $0.001, 11,000 shares authorized, none outstanding	—	—
VCA Antech, Inc. stockholders' equity:		
Common stock, par value $0.001, 175,000 shares authorized, 86,179 and 85,584 shares outstanding as of December 31, 2010 and 2009, respectively	86	86
Additional paid-in capital	347,848	335,114
Accumulated earnings	650,253	540,010
Accumulated other comprehensive income (loss)	737	(163)
Total VCA Antech, Inc. stockholders' equity	998,924	875,047
Noncontrolling interest	16,866	16,291
Total equity	1,015,790	891,338
Total liabilities and equity	$1,766,422	$1,627,404

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

VCA ANTECH, INC. AND SUBSIDIARIES

CONSOLIDATED INCOME STATEMENTS
(In thousands, except per share amounts)

	For The Years Ended December 31,		
	2010	2009	2008
Revenue	$1,381,468	$1,314,507	$1,277,470
Direct costs	1,050,304	973,275	934,996
Gross profit	331,164	341,232	342,474
Selling, general and administrative expense	123,541	95,669	90,564
Net loss on sale of assets	374	4,035	234
Operating income	207,249	241,528	251,676
Interest expense	14,431	22,482	31,888
Interest income	801	1,016	3,329
Debt retirement costs	2,131	—	—
Other income	(772)	(104)	(212)
Income before provision for income taxes	192,260	220,166	223,329
Provision for income taxes	78,102	84,580	86,219
Net income	114,158	135,586	137,110
Net income attributable to noncontrolling interests	3,915	4,158	4,126
Net income attributable to VCA Antech, Inc.	$ 110,243	$ 131,428	$ 132,984
Basic earnings per share	$ 1.28	$ 1.54	$ 1.57
Diluted earnings per share	$ 1.27	$ 1.53	$ 1.55
Weighted-average shares outstanding for basic earnings per share	86,049	85,077	84,455
Weighted-average shares outstanding for diluted earnings per share	87,051	86,097	85,700

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

VCA ANTECH, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Accumulated Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	Total
Balances, December 31, 2007	84,335	84	296,037	275,598	(3,335)	10,207	578,591
Net income	—	—	—	132,984	—	4,126	137,110
Foreign currency translation adjustment	—	—	—	—	(730)	—	(730)
Unrealized loss on foreign currency, net of tax	—	—	—	—	(239)	—	(239)
Unrealized loss on hedging instruments, net of tax	—	—	—	—	(5,390)	—	(5,390)
Losses on hedging instruments reclassified to income, net of tax	—	—	—	—	3,342	—	3,342
Formation of noncontrolling interests	—	—	—	—	—	3,241	3,241
Distribution to noncontrolling interests	—	—	—	—	—	(3,987)	(3,987)
Purchase of noncontrolling interests	—	—	—	—	—	(741)	(741)
Share-based compensation	—	—	7,176	—	—	—	7,176
Issuance of common stock under stock option plans	298	1	3,605	—	—	—	3,606
Tax benefit from stock options and awards	—	—	1,856	—	—	—	1,856
Balances, December 31, 2008	84,633	85	308,674	408,582	(6,352)	12,846	723,835
Net income	—	—	—	131,428	—	4,158	135,586
Foreign currency translation adjustment	—	—	—	—	684	—	684
Unrealized gain on foreign currency, net of tax	—	—	—	—	344	—	344
Unrealized loss on hedging instruments, net of tax	—	—	—	—	(815)	—	(815)
Losses on hedging instruments reclassified to income, net of tax	—	—	—	—	5,976	—	5,976
Formation of noncontrolling interests	—	—	—	—	—	3,476	3,476
Distribution to noncontrolling interests	—	—	—	—	—	(4,189)	(4,189)
Restricted stock unit grant	—	—	1,941	—	—	—	1,941
Share-based compensation	—	—	7,951	—	—	—	7,951
Issuance of common stock under stock option plans	951	1	15,296	—	—	—	15,297
Stock repurchases	—	—	(561)	—	—	—	(561)
Tax benefit from stock options and awards	—	—	1,813	—	—	—	1,813
Balances, December 31, 2009	85,584	86	335,114	540,010	(163)	16,291	891,338
Net income	—	—	—	110,243	—	3,915	114,158
Foreign currency translation adjustment	—	—	—	—	482	—	482
Unrealized gain on foreign currency, net of tax	—	—	—	—	186	—	186
Unrealized loss on hedging instruments, net of tax	—	—	—	—	(1)	—	(1)
Losses on hedging instruments reclassified to income, net of tax	—	—	—	—	233	—	233
Formation of noncontrolling interests	—	—	—	—	—	1,391	1,391
Distribution to noncontrolling interests	—	—	—	—	—	(4,247)	(4,247)
Purchase of noncontrolling interests	—	—	—	—	—	(484)	(484)
Share-based compensation	—	—	9,340	—	—	—	9,340
Issuance of common stock under stock option plans	595	—	5,510	—	—	—	5,510
Stock repurchases	—	—	(2,310)	—	—	—	(2,310)
Tax benefit from stock options and awards	—	—	378	—	—	—	378
Tax shortfall and other from stock options and awards	—	—	(184)	—	—	—	(184)
Balances, December 31, 2010	86,179	$ 86	$ 347,848	$ 650,253	$ 737	$ 16,866	$1,015,790

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

VCA ANTECH, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	For The Years Ended December 31,		
	2010	2009	2008
Net income	$114,158	$135,586	$137,110
Other comprehensive income (loss):			
Foreign currency translation adjustments	482	684	(730)
Unrealized gain (loss) on foreign currency	304	563	(391)
Tax (expense) benefit	(118)	(219)	152
Unrealized loss on hedging instruments	(2)	(1,335)	(8,825)
Tax benefit	1	520	3,435
Losses on hedging instruments reclassified to income	382	9,784	5,472
Tax benefit	(149)	(3,808)	(2,130)
Other comprehensive income (loss):	900	6,189	(3,017)
Total comprehensive income	115,058	141,775	134,093
Comprehensive income attributable to noncontrolling interests	3,915	4,158	4,126
Comprehensive income attributable to VCA Antech, Inc.	$111,143	$137,617	$129,967

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

VCA ANTECH, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	For The Years Ended December 31,		
	2010	2009	2008
Cash flows from operating activities:			
Net income	$ 114,158	$ 135,586	$ 137,110
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	46,069	39,571	31,911
Amortization of debt issue costs	862	486	470
Provision for uncollectible accounts	7,366	7,048	5,187
Debt retirement costs	2,131	—	—
Net loss on sale of assets	374	4,035	234
Share-based compensation	9,340	7,951	7,176
Deferred income taxes	13,493	24,600	22,581
Excess tax benefits from exercise of stock options	(378)	(866)	(1,769)
Other	(901)	(425)	(14)
Changes in operating assets and liabilities:			
Trade accounts receivable	(7,048)	(10,004)	(5,674)
Inventory, prepaid expenses and other assets	(11,868)	(15,591)	(6,981)
Accounts payable and other accrued liabilities	7,463	(1,974)	(2,515)
Accrued payroll and related liabilities	(385)	(7,794)	4,863
Income taxes	(12,603)	848	4,729
Net cash provided by operating activities	168,073	183,471	197,308
Cash flows from investing activities:			
Business acquisitions, net of cash acquired	(80,683)	(74,577)	(126,702)
Real estate acquired in connection with business acquisitions	(9,289)	(4,894)	(17,593)
Property and equipment additions	(61,951)	(50,801)	(55,045)
Proceeds from sale of assets	939	151	1,775
Other	(22)	(649)	(15,146)
Net cash used in investing activities	(151,006)	(130,770)	(212,711)

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

VCA ANTECH, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS — (Continued)
(In thousands)

	For The Years Ended December 31,		
	2010	2009	2008
Cash flows from financing activities:			
Repayment of debt	(555,529)	(7,936)	(7,790)
Proceeds from the issuance of long-term debt	500,000	—	—
Payment of financing costs	(9,112)	—	—
Borrowings on revolving credit facility	—	—	35,000
Repayment on revolving credit facility	—	—	(35,000)
Distributions to noncontrolling interest partners	(4,247)	(4,189)	(3,987)
Proceeds from issuance of common stock under stock option plans	5,510	15,297	3,606
Excess tax benefits from exercise of stock options	378	866	1,769
Stock repurchases	(2,310)	(561)	—
Net cash (used in) provided by financing activities	(65,310)	3,477	(6,402)
Effect of currency exchange rate changes on cash and cash equivalents	188	44	(102)
(Decrease) increase in cash and cash equivalents	(48,055)	56,222	(21,907)
Cash and cash equivalents at beginning of year	145,181	88,959	110,866
Cash and cash equivalents at end of year	$ 97,126	$145,181	$ 88,959
Supplemental disclosures of cash flow information:			
Interest paid	$ 13,357	$ 22,064	$ 31,432
Income taxes paid	$ 77,210	$ 59,132	$ 58,909
Supplemental schedule of non-cash investing and financing activities:			
Detail of acquisitions:			
Fair value of assets acquired	$ 139,917	$ 94,528	$ 128,346
Cash paid for acquisitions	(80,683)	(74,577)	(126,702)
Cash paid to bondholders	(29,532)	—	—
Non-cash note conversion to equity interest in subsidiary	—	(5,700)	—
Contingent consideration	(259)	(712)	—
Liabilities assumed	$ 29,443	$ 13,539	$ 1,644

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

1. The Company

Our company, VCA Antech, Inc. ("VCA") is a Delaware corporation formed in 1986 and is based in Los Angeles, California. We are an animal healthcare company with three strategic segments: animal hospitals ("Animal Hospital"), veterinary diagnostic laboratories ("Laboratory"), and veterinary medical technology ("Medical Technology").

Our animal hospitals offer a full range of general medical and surgical services for companion animals. Our animal hospitals treat diseases and injuries, provide pharmaceutical products and perform a variety of pet-wellness programs, including health examinations, diagnostic testing, vaccinations, spaying, neutering and dental care. At December 31, 2010, we operated 528 animal hospitals throughout 41 states.

We operate a full-service veterinary diagnostic laboratory network serving all 50 states and certain areas in Canada. Our laboratory network provides sophisticated testing and consulting services used by veterinarians in the detection, diagnosis, evaluation, monitoring, treatment and prevention of diseases and other conditions affecting animals. At December 31, 2010, we operated 50 laboratories of various sizes located strategically throughout the United States and Canada.

Our Medical Technology segment sells digital radiography and ultrasound imaging equipment, provides education and training on the use of that equipment, provides consulting and mobile imaging services, and sells software and ancillary services to the veterinary market.

2. Summary of Significant Accounting Policies

a. Principles of Consolidation

Our consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States, and include the accounts of our parent company, all majority-owned subsidiaries where we have control and certain veterinary medical groups to which we provide services as discussed below. We have eliminated all intercompany transactions and balances.

We provide management services to certain veterinary medical groups in states with laws that prohibit business corporations from providing or holding themselves out as providers of veterinary services. At December 31, 2010, we operated 166 animal hospitals in 15 of these states. In these states, we provide administrative and support services to the veterinary medical groups. Pursuant to the management agreements, the veterinary medical groups are each solely responsible for all aspects of the practice of veterinary medicine, as defined by their respective state.

We have determined that the veterinary medical groups are variable interest entities as defined by the Financial Accounting Standards Board ("FASB"), and that we have a variable interest in those entities through our management agreements. We also determined that our variable interests in these veterinary medical groups, in aggregate with the variable interests held by our related parties, provide us with the power to direct the activities of these groups that most significantly impact their economic performance and obligate us to absorb losses that could potentially be significant or the right to receive benefits from the veterinary medical groups that could potentially be significant. Based on these determinations, we consolidated the veterinary medical groups in our consolidated financial statements. In June 2009, the FASB issued new accounting guidance on consolidations; see Note 2v, *Recent Accounting Pronouncements* , for a discussion of the January 1, 2010 adoption of this new guidance.

b. Use of Estimates in Preparation of Financial Statements

The preparation of our consolidated financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and contingent liabilities at the date of our

2. Summary of Significant Accounting Policies, continued

consolidated financial statements and our reported amounts of revenue and expense during the reporting period. Actual results could differ from our estimates.

c. Revenue and Related Cost Recognition

We recognize revenue, barring other facts, when the following revenue recognition criteria are met:

- persuasive evidence of a sales arrangement exists;
- delivery of goods has occurred or services have been rendered;
- the sales price or fee is fixed or determinable; and
- collectability is reasonably assured.

Revenue is reported net of sales discounts and excludes sales taxes.

We generally recognize revenue and costs as follows:

- For non-contractual services provided by our Animal Hospital, Laboratory and Medical Technology business units, at the time services are rendered.
- For the sale of merchandise at our animal hospitals, when delivery of the goods has occurred.
- For services provided by our Medical Technology business unit under defined support and maintenance contracts, on a straight-line basis over the contract period, recognizing costs as incurred; these services include, but are not limited to, technical support, when-and-if available product updates for software and extended warranty coverage.
- For the sale of our digital radiography imaging equipment and ultrasound imaging equipment sold on a standalone basis at the time title and risk of loss transfers to the customer, which is generally upon delivery or upon installation and customer acceptance if required per the sale arrangement.

We account for revenue in our Medical Technology business as follows, depending upon the item sold:

- Digital radiography imaging equipment and all of its related computer equipment, our proprietary software and services in addition to any other computers sold with our proprietary software are accounted for under the FASB's new accounting guidance related to multiple-deliverable transactions. We early adopted the new guidance on January 1, 2010. Previously we accounted for these types of transactions under the FASB's guidance for software revenue recognition.

  Under the new accounting guidance, sales arrangement consideration is allocated at the inception of the arrangement to all deliverables using the relative selling price method, whereby any discount in the arrangement is allocated proportionally to each deliverable on the basis of each deliverable's selling price. The selling price for each deliverable is based on vendor-specific objective evidence ("VSOE") if available, third-party evidence ("TPE") if VSOE is not available, or estimated selling price ("ESP") if neither VSOE nor TPE is available. For elements where VSOE is available, VSOE of fair value is based on the price for those products and services when sold separately by us or the price established by management with the relevant authority. TPE of selling price is the price of our, or any of our competitor's, largely interchangeable products or services in stand-alone sales to similarly situated customers.

  We do not currently have VSOE for our DR imaging equipment as units are not sold on a stand-alone basis without the related support packages. As this is also true for our competitors, TPE of selling price is also unavailable. We therefore use ESP for certain elements to allocate the arrangement consideration related to our DR imaging equipment.

2. Summary of Significant Accounting Policies, continued

In domestic markets we have VSOE for our DR imaging equipment post-contract customer support ("PCS") as the support package is sold on a stand-alone basis. Our PCS agreements normally include a warranty on the receptor plate and technical support on the software elements. In foreign markets however, we do not have VSOE on the receptor plate warranties, accordingly we use the ESP.

The changes made under the new accounting guidance did not cause any changes in the units of accounting related to our arrangements.

The new guidance resulted in a different allocation of revenue to the deliverables in the current fiscal year, which changed the pattern and timing of revenue recognition for these elements but did not change the total revenue to be recognized for the arrangement. Revenue and gross profit increased by approximately $3.4 million and $1.0 million, respectively, for the year ended December 31, 2010 primarily as a result of the acceleration of revenue related to the delivery of the equipment in international markets.

We are not able to reasonably estimate the effect of adopting these standards on future financial periods as the impact will vary based on the nature and volume of new or materially modified arrangements in any given period.

In certain transactions we sell our ultrasound imaging equipment and related services together with our digital radiography imaging equipment and related services. In these transactions, we account for each item under its respective literature and allocate revenue based upon the relative selling prices.

We defer revenue for certain transactions in our Medical Technology business as follows:

- We defer revenue for pre-paid services such as our consulting, education services or PCS and recognize that revenue on a straight-line basis over the contract period or as the services are provided depending on the nature of the service.
- We defer revenue for PCS provided as part of the purchase of equipment and software and recognize that revenue on a straight-line basis over the PCS period.
- We defer revenue when we lack persuasive evidence of a sales agreement and recognize that revenue only when that evidence exists.
- We defer revenue on transactions where we participated in the buyers leasing and recognize that revenue over the lease term.

2. Summary of Significant Accounting Policies, continued

As a result of these policies, we have deferred revenue and costs at December 31, 2010 and 2009 consisting of the following (in thousands):

	2010	2009
Deferred equipment revenue(1)	$ 6,499	$10,053
Deferred fixed-priced support or maintance contract revenue	2,968	2,691
Other deferred revenue(2)	2,355	2,571
Total deferred revenue	11,822	15,315
Less current portion included in other accrued liabilities	8,617	12,497
Long-term portion of deferred revenue included in other liabilities	$ 3,205	$ 2,818
Current portion of deferred costs included in prepaid expenses and other	$ 2,961	$ 5,413
Long-term portion of deferred costs included in other assets	4,325	3,635
Total deferred costs(3)	$ 7,286	$ 9,048

(1) Represents amounts billed or received for sales arrangements that include equipment, hardware, software and PCS. See above discussion related to the new accounting guidance adopted January 1, 2010 pertaining to revenue recognition — multiple-deliverable transactions.

(2) Represents amounts billed or received in advance for services.

(3) Represents costs related to equipment, hardware and software included in deferred equipment revenue.

d. Direct Costs

Direct costs are comprised of all service and product costs, including but not limited to, salaries of veterinarians, technicians and other hospital-based and laboratory-based personnel, transportation and delivery costs, facilities rent, occupancy costs, supply costs, depreciation and amortization, certain marketing and promotional expenses and costs of goods sold.

e. Cash and Cash Equivalents

We consider only highly liquid investments with original maturities of less than 90 days to be cash equivalents. We maintain balances in our bank accounts that are in excess of FDIC insured levels.

f. Inventory

Our inventory consists primarily of finished goods and includes imaging equipment, pet food and products and medical supplies. It is valued at the lower of cost or market using the first-in, first-out method and is adjusted for estimated obsolescence and written down to net realizable value based upon estimates of future demand, technology developments and market conditions.

g. Property and Equipment

Property and equipment is recorded at cost. Equipment held under capital leases is recorded at the lower of the present value of the minimum lease payments or the fair value of the equipment at the beginning of the lease term.

We develop and implement new software to be used internally, or enhance our existing internal software. We develop the software using our own employees and/or outside consultants. Costs associated with the

2. Summary of Significant Accounting Policies, continued

development of new software are expensed as incurred. Costs related directly to the software design, coding, testing and installation are capitalized and amortized over the expected life of the software. Costs related to upgrades or enhancements of existing systems are capitalized if the modifications result in additional functionality.

Depreciation and amortization are recognized on the straight-line method over the following estimated useful lives:

Buildings and improvements	5 to 40 years
Leasehold improvements	Lesser of lease term or 15 years
Furniture and equipment	5 to 7 years
Software	3 years
Equipment held under capital leases	5 to 10 years

Depreciation and amortization expense, including the amortization of property under capital leases, in 2010, 2009 and 2008 was $36.7 million, $31.8 million and $25.9 million, respectively.

Property and equipment at December 31, 2010 and 2009 consisted of (in thousands):

	2010	2009
Land	$ 52,562	$ 41,980
Building and improvements	110,557	95,968
Leasehold improvements	113,593	98,341
Furniture and equipment	193,086	170,672
Software	15,983	12,759
Buildings held under capital leases	20,864	19,954
Equipment held under capital leases	947	1,054
Construction in progress	22,252	16,193
Total property and equipment	529,844	456,921
Less — accumulated depreciation and amortization	(198,157)	(167,506)
Total property and equipment, net	$ 331,687	$ 289,415

Accumulated amortization on buildings and equipment held under capital leases amounted to $4.6 million and $3.7 million at December 31, 2010 and 2009, respectively.

h. Operating Leases

Most of our facilities are under operating leases. The minimum lease payments, including predetermined fixed escalations of the minimum rent, are recognized as rent expense on a straight-line basis over the lease term as defined in the FASB's accounting guidance pertaining to leases. The lease term includes contractual renewal options that are reasonably assured based on significant leasehold improvements acquired. Any leasehold improvement incentives paid to us by a landlord are recorded as a reduction of rent expense over the lease term.

i. Goodwill

Goodwill represents the excess of the cost of an acquired entity over the net of the fair value of identifiable assets acquired and liabilities assumed.

2. Summary of Significant Accounting Policies, continued

In accordance with the FASB's accounting guidance pertaining to goodwill and other intangibles , we have determined that we have three reporting units, Animal Hospital, Laboratory and Medical Technology, and we estimate annually, or sooner if circumstances indicate an impairment may exist, the fair value of each of our reporting units and compare their estimated fair value against the net book value of those reporting units to determine if our goodwill is impaired.

Our estimated fair values are calculated in accordance with generally accepted accounting principles related to fair value and utilize valuation methods consisting primarily of discounted cash flow techniques, and market comparables, where applicable. These valuation methods involve the use of significant assumptions and estimates such as forecasted growth rates, valuation multiples, the weighted-average cost of capital, and risk premiums. We provide no assurance that forecasted growth rates, valuation multiples, and discount rates will not deteriorate. We will continue to analyze changes to these assumptions in future periods.

In 2010, 2009 and 2008, we determined that the estimated fair value of each of our reporting units exceeded their respective net book value, resulting in a conclusion that none of the goodwill of our reporting units was impaired. However, changes in our estimates, such as forecasted cash flows, would affect the estimated fair value of our reporting units and could have resulted in a goodwill impairment charge particularly for our Animal Hospital and Medical Technology reporting units. The fair value of our Laboratory reporting unit significantly exceeded its respective book value. However, the calculated fair value of our Animal Hospital and Medical Technology reporting units exceeded their respective carrying values by a much narrower margin. There is approximately $966.0 million and $29.7 million of goodwill associated with the Animal Hospital and Medical Technology reporting units respectively. While management does not believe that impairment is probable, the performance of these business units requires continued improvement in future periods to sustain their carrying value. The amount of any future impairment is dependent on the performance of the business which is dependent upon a number of variables, especially revenue growth, which cannot be predicted with certainty.

We adopted the end of October as our annual impairment testing date, which allows us time to complete our impairment testing process in order to incorporate the results in our annual financial statements and timely file those statements with the Securities Exchange Commission in accordance with our accelerated filing requirements. We have not had an impairment charge since the adoption of current accounting guidance related to goodwill impairment.

2. Summary of Significant Accounting Policies, continued

The following table presents the changes in the carrying amount of our goodwill for 2010 and 2009 (in thousands):

	Animal Hospital	Laboratory	Medical Technology	Total
Balance as of January 1, 2009	$ 807,203	$ 95,694	$ 19,160	$ 922,057
Goodwill acquired	50,741	430	8,361	59,532
Goodwill related to noncontrolling interests	3,449	—	—	3,449
Other(1)	475	161	—	636
Balance as of December 31, 2009	861,868	96,285	27,521	985,674
Goodwill acquired	105,794	7	—	105,801
Other(1)	(1,663)	526	2,142	1,005
Balance as of December 31, 2010	$ 965,999	$ 96,818	$ 29,663	$1,092,480

(1) Other includes measurement period adjustments, earn-out payments and foreign currency translation adjustments. The Medical Technology measurement period adjustments consisted primarily of an adjustment to the valuation of deferred tax assets. The Animal Hospital 2010 other category includes the write-off of goodwill related to the sale of one of the Pet DRx animal hospitals that occurred during the fourth quarter.

j. Other Intangible Assets

In addition to goodwill, we have amortizable intangible assets at December 31, 2010 and 2009, as follows (in thousands):

	2010			2009		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Non-contractual customer relationships	$48,686	$ (14,188)	$34,498	$38,359	$ (8,077)	$30,282
Covenants not-to-compete	14,459	(8,311)	6,148	14,748	(7,785)	6,963
Favorable lease asset	5,486	(2,672)	2,814	5,406	(2,150)	3,256
Technology	2,189	(1,447)	742	2,209	(1,332)	877
Trademarks	3,749	(986)	2,763	3,362	(494)	2,868
Client lists	35	(14)	21	60	(26)	34
Total	$74,604	$ (27,618)	$46,986	$64,144	$ (19,864)	$44,280

Amortization is recognized on the straight-line method over the following estimated useful lives:

Non-contractual customer relationships	4 to 25 years
Covenants not-to-compete	3 to 10 years
Favorable lease asset	1 to 14 years
Technology	5 years
Trademarks	10 years
Client lists	3 years

2. Summary of Significant Accounting Policies, continued

The following table summarizes our aggregate amortization expense related to other intangible assets (in thousands):

	For The Years Ended December 31,		
	2010	2009	2008
Aggregate amortization expense	$9,380	$7,790	$6,052

The estimated amortization expense related to intangible assets for each of the five succeeding years and thereafter at December 31, 2010 is as follows (in thousands):

2011	$10,570
2012	9,472
2013	7,251
2014	5,007
2015	3,163
Thereafter	11,523
Total	$46,986

k. Income Taxes

We account for income taxes under the FASB's accounting guidance on income taxes. In accordance with the guidance, we record deferred tax liabilities and deferred tax assets, which represent taxes to be recovered or settled in the future. We adjust our deferred tax assets and deferred tax liabilities to reflect changes in tax rates or other statutory tax provisions. We make judgments in assessing our ability to realize future benefits from our deferred tax assets, which include operating and capital loss carryforwards. As such, we have a valuation allowance to reduce our deferred tax assets for the portion we believe will not be realized. Changes in tax rates or other statutory provisions are recognized in the period the change occurs. We also assess differences between our probable tax bases and the as-filed tax bases of certain assets and liabilities.

We account for unrecognized tax benefits also in accordance with the FASB's accounting guidance on income taxes which prescribes a minimum probability threshold that a tax position must meet before a financial statement benefit is recognized. The minimum threshold is defined as a tax position that is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation, based solely on the technical merits of the position. The tax benefit to be recognized is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement. We did not have any unrecognized tax benefits on December 31, 2010.

l. Notes Receivable

Notes receivable are financial instruments issued in the normal course of business and are not market traded. The amounts recorded approximate fair value and are shown net of valuation allowances. There were no valuation allowances recorded as of December 31, 2010 and December 31, 2009. The notes bear interest at rates varying from 3.9% to 8.0% per annum.

m. Deferred Financing Costs

Deferred financing costs are amortized using the effective interest method over the life of the related debt. Accumulated amortization of deferred financing costs was $574,000 and $1.9 million at December 31, 2010 and 2009, respectively.

2. Summary of Significant Accounting Policies, continued

n. Fair Value of Financial Instruments and Concentration of Risk

The carrying amount reported in our consolidated balance sheets for cash, cash equivalents, trade accounts receivable, accounts payable and accrued liabilities approximates fair value because of the immediate or short-term maturity of these financial instruments. Our policy is to place our cash and cash equivalents in highly-rated financial instruments and institutions, which we believe mitigates our credit risk. Concentration of credit risk with respect to accounts receivable is limited due to the diversity of our customer base. We routinely review the collection of our accounts receivable and maintain an allowance for potential credit losses, but historically have not experienced any significant losses related to an individual customer or groups of customers in a geographic area.

Our operations depend, in some cases, on the ability of single source suppliers or a limited number of suppliers, to deliver products and supplies on a timely basis. We have in the past experienced, and may in the future experience, shortages of or difficulties in acquiring products and/or supplies in the quantities and of the quality needed. Shortages in the availability of products and/or supplies for an extended period of time will have a negative impact on our operating results.

o. Derivative Instruments

In accordance with the FASB's accounting guidance pertaining to derivatives and hedging , all investments in derivatives are recorded at fair value. A derivative is typically defined as an instrument whose value is "derived" from an underlying instrument, index or rate, has a notional amount, requires little or no initial investment and can be net settled. Our derivatives are reported as current assets and liabilities or other non-current assets or liabilities as appropriate.

We use interest rate swap agreements to mitigate our exposure to increasing interest rates as well as to maintain an appropriate mix of fixed-rate and variable-rate debt. If we determine that contracts are effective at meeting our risk reduction and correlation criteria, we account for them using hedge accounting. Under hedge accounting, we recognize the effective portion of changes in the fair value of the contracts in other comprehensive income and the ineffective portion in earnings. If we determine that contracts do not, or no longer meet our risk reduction and correlation criteria, we account for them under a fair-value method recognizing changes in the fair value in earnings in the period of change. If we determine that a contract no longer meets our risk reduction and correlation criteria or if the derivative expires, we recognize in earnings any accumulated balance in other comprehensive income (loss) related to this contract in the period of determination. For interest rate swap agreements accounted for under hedge accounting, we assess the effectiveness based on changes in their intrinsic value with changes in the time value portion of the contract reflected in earnings. All cash payments made or received under the contracts are recognized in interest expense.

Credit exposure associated with non-performance by the counterparties to derivative instruments is generally limited to the uncollateralized fair value of the asset related to instruments recognized in the consolidated balance sheets. We attempt to mitigate the risk of non-performance by selecting counterparties with high credit ratings and monitoring their creditworthiness and by diversifying derivative amounts with multiple counterparties.

The contractual or notional amounts for derivatives are used to calculate the exchange of contractual payments under the agreements and are not representative of the potential for gain or loss on these instruments. Interest rates affect the fair value of derivatives. The fair values generally represent the estimated amounts that we would expect to receive or pay upon termination of the contracts at the reporting date. The fair values are based upon dealer quotes when available or an estimate using values obtained from independent pricing services, costs to settle or quoted market prices of comparable instruments.

2. Summary of Significant Accounting Policies, continued

p. Marketing and Advertising

Marketing and advertising costs are expensed as incurred. Total marketing and advertising expense included in direct costs amounted to $21.7 million, $19.9 million and $17.5 million for 2010, 2009 and 2008, respectively. Total marketing and advertising expense included in selling, general and administrative expense amounted to $2.8 million, $2.0 million and $2.1 million for 2010, 2009 and 2008, respectively.

q. Insurance and Self-Insurance

We use a combination of insurance and self-insurance with high retention or high-deductible provisions for a number of risks, including workers' compensation, general liability, property insurance and our group health insurance benefits.

Liabilities associated with these risks are estimated at fair value on an undiscounted basis by considering historical claims experience, demographic factors, severity factors and other actuarial assumptions.

r. Product Warranties

We accrue the cost of basic product warranties included with the sale of our digital radiography imaging equipment and our ultrasound imaging equipment at the time we sell these units to our customers. Our warranty costs are primarily for our assistance in helping our customers resolve issues with the warranties they have with the original equipment manufacturers. We estimate our warranty costs based on historical warranty claim experience. Accrued warranty costs at December 31, 2010 and 2009 were $66,000 and $108,000, respectively.

s. Calculation of Earnings per Share

Basic earnings per share is calculated by dividing net income by the weighted-average number of shares outstanding during the period. Diluted earnings per share is calculated by dividing net income by the weighted-average number of common shares outstanding after giving effect to all potentially dilutive common shares outstanding during the period. Basic and diluted earnings per share were calculated as follows (in thousands, except per share amounts):

	For Years Ended December 31,		
	2010	2009	2008
Net income attributable to VCA Antech, Inc.	$110,243	$131,428	$132,984
Weighted average common shares outstanding:			
Basic	86,049	85,077	84,455
Effect of dilutive potential common stock:			
Stock options	753	785	1,131
Non-vested shares	249	235	114
Diluted	87,051	86,097	85,700
Basic earnings per common share	$ 1.28	$ 1.54	$ 1.57
Diluted earnings per common share	$ 1.27	$ 1.53	$ 1.55

For the years ended December 31, 2010, 2009 and 2008, potential common shares of 11,763, 48,008 and 51,462, respectively, were excluded from the computation of diluted earnings per share because their inclusion would have had an anti-dilutive effect.

2. Summary of Significant Accounting Policies, continued

t. Share-Based Compensation

We account for share-based compensation in accordance with FASB's accounting guidance on stock compensation. Accordingly, we measure the cost of share-based payments based on the grant-date fair value of the equity instruments and recognize the cost over the requisite service period, which is typically the vesting period.

Our company's share-based employee compensation plans are described further in Note 8, *Share-Based Compensation* .

u. Acquisitions

Effective January 1, 2009, we adopted the provisions of the FASB's revised accounting guidance on business combinations, which retained the underlying concepts in that all business combinations continued to be accounted for at fair value under the acquisition method of accounting, however changed the application of the acquisition method in a number of significant respects. Acquisition costs will generally be expensed as incurred; non-controlling interests will be valued at fair value at the acquisition date; restructuring costs associated with a business combination will generally be expensed subsequent to the acquisition date; and changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date generally will affect income tax expense. The revised business combination guidance was effective on a prospective basis for all of our business combinations for which the acquisition date is on or after January 1, 2009, with the exception of the accounting for valuation allowances on deferred taxes and acquired tax contingencies. The revised business combination guidance amends the FASB's accounting guidance pertaining to income taxes such that adjustments made to valuation allowances on deferred taxes and acquired tax contingencies associated with acquisitions that closed prior to the effective date of the revised business combination guidance would also apply the provisions of the FASB's business combination guidance.

v. Recent Accounting Pronouncements

In January 2010, the FASB amended accounting guidance pertaining to fair value measurements and disclosures to improve the disclosure requirements and increase the transparency in financial reporting. The amended guidance requires new disclosures as follows: separate disclosure of significant transfers in and out of Level 1 and 2 fair value measurements along with a description of the reasons for the transfers; and in the reconciliation for fair value measurements using significant unobservable inputs (Level 3) present separately information about purchases, sales, issuances, and settlements. Additionally, this new accounting guidance clarifies the level of disaggregation required and the required disclosures about inputs and valuation techniques. The new disclosures and clarifications of existing disclosures were effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The adoption of this new guidance did not impact our consolidated financial statements.

w. Reclassifications

Certain reclassifications have been made herein to prior year balances to conform to the 2010 financial statement presentation.

3. Related Party Transactions

a. Transactions with ThinkPets Inc. (formerly known as Zoasis Corporation)

We incurred marketing expense for vaccine reminders and other direct mail services provided by ThinkPets, a company that is majority owned by Robert L. Antin, our Chief Executive Officer and Chairman. We purchased services of $2.8 million, $2.7 million and $2.1 million for 2010, 2009 and 2008, respectively. Arthur J. Antin, our Chief Operating Officer, owns an 8% interest in ThinkPets.

In 2003, we entered into an agreement with ThinkPets pursuant to which we acquired all of ThinkPets' right, title, and interest in and to certain software in exchange for all our preferred stock of ThinkPets then held by us. Concurrent with the purchase of the software, we granted to ThinkPets a limited royalty-free, non-exclusive license to this software in exchange for ThinkPets providing certain support for the software. Both we and ThinkPets have a right to make modifications to the software, but all modifications and derivative works are owned by us. The software is hosted at our expense at a third-party hosting facility for the benefit of both parties.

b. Related Party Vendors

Frank Reddick joined our company as a director in February 2002 and is a partner in the law firm of Akin Gump Strauss Hauer & Feld, LLP ("Akin"). Akin provided legal services to us during 2010, 2009 and 2008. The amount paid by our company to Akin for these legal services was $2.3 million, $1.3 million and $600,000 in 2010, 2009 and 2008, respectively.

c. Transactions with VetSource

In 2006, we entered into a pharmacy distribution agreement with Strategic Pharmaceutical Solutions, Inc. ("VetSource") a start-up pharmacy distribution company. Pursuant to the terms of this agreement we are entitled to one representative on the VetSource Board of Directors. Under the agreement we promote the use of VetSource as the preferred provider of pharmaceutical products to VCA animal hospitals. The agreement has a five-year term and will renew for one year terms unless either party provides written notice of termination to the other party at least 120 days prior to expiration of the then current term. The amount paid by our company to VetSource for pharmaceutical products was $41.9 million, $38.3 million and $22.7 million in 2010, 2009 and 2008, respectively.

On April 8, 2010, pursuant to our warrant agreement we purchased 34% of the outstanding preferred stock of VetSource for $1.0 million. We account for this investment using the cost basis method. In addition, we entered into a consulting agreement whereby VCA received a fee of $1.0 million for advisory services provided to VetSource management in 2010.

4. Other Accrued Liabilities

Other accrued liabilities consisted of the following (in thousands):

	As of December 31,	
	2010	2009
Deferred revenue	$ 8,617	$12,497
Accrued health insurance	4,970	4,484
Deferred rent	3,456	2,989
Customer deposits	2,966	3,783
Accrued consulting fees	2,760	—
Accrued lab service rebates	2,535	1,238
Holdbacks and earn-outs	2,447	2,483
Accrued workers' compensation insurance	786	2,217
Other	17,232	13,607
	$45,769	$43,298

5. Long-Term Obligations

Long-term obligations consisted of the following at December 31, 2010 and 2009 (in thousands):

		2010	2009
Senior term notes	Notes payable, maturing in 2015, secured by assets, variable interest rate (weighted-average interest rate of 2.6% in 2010)	$493,750	$ —
Senior term notes	Notes payable, maturing in 2011 and repaid in 2010, secured by assets, variable interest rate (weighted-average interest rate of 1.9% in 2009)	—	516,889
Revolving credit	Revolving line of credit, maturing in 2015, secured by assets, variable interest rate	—	—
Secured seller notes	Notes payable, various maturities through 2013, secured by assets and stock of certain subsidiaries, various interest rates ranging from 9.0% to 10.0%	868	1,023
Unsecured debt	Note payable, maturing in 2010, interest rate of 7.25%	—	375
	Total debt obligations	494,618	518,287
	Capital lease obligations	32,418	26,768
		527,036	545,055
	Less — current portion	(28,101)	(17,195)
		$498,935	$527,860

The annual aggregate scheduled maturities of our long-term obligations for the five years subsequent to December 31, 2010 are presented below (in thousands):

	Debt Obligations	Capital Lease Obligations	Total
2011	$ 25,752	$ 2,349	$ 28,101
2012	28,205	2,529	30,734
2013	37,536	2,664	40,200
2014	40,625	2,674	43,299
2015	362,500	2,785	365,285
Thereafter	—	19,417	19,417
Total	$ 494,618	$ 32,418	$527,036

5. Long-Term Obligations, continued

Senior Credit Facility

In May 2005, we entered into a senior credit facility with various lenders for $550.0 million of senior secured credit facilities with Goldman Sachs Credit Partners, L.P. as the syndication agent and Wells Fargo Bank, N.A. as the administrative agent. At the time of entering into the senior credit facility, it included $475.0 million of senior term notes and a $75.0 million revolving credit facility.

In June 2007, we amended our senior credit facility to allow for additional senior term notes in the amount of $160.0 million. The funds borrowed from the additional senior term notes were primarily used to fund the acquisition of Healthy Pet on June 1, 2007. The terms, including the interest rate, of these additional senior term notes are the same as the senior term notes existing prior to the amendment. In connection with this amendment, we paid financing costs in the amount of $926,000.

In August 2010, we entered into a new senior credit facility with various lenders for $600 million of senior secured credit facilities with Bank of America, N.A. as the syndication agent and Wells Fargo Bank, N.A. as the administrative agent, collateral agent, issuing bank and swing line lender. The new credit facility provided $500 million of senior term notes and a $100 million revolving credit facility, which may be used to borrow, on a same-day notice under a swing line, the lesser of $10 million and the aggregate unused amount of the revolving credit facility then in effect. The terms of the new senior credit facility are discussed below in this footnote. The funds borrowed under the new senior term notes were used to retire our existing senior term notes described above in the principal amount of $505.4 million. In connection with the refinancing transactions, we wrote off previously deferred financing costs and paid financing costs. We incurred $9.4 million in debt retirement costs, of which approximately $2.1 million, or $1.3 million after tax were recognized as part of income from continuing operations and approximately $7.3 million were capitalized as deferred financing costs. Included in the $2.1 million of debt retirement costs included in income from continuing operations was approximately $192,000 in previously deferred financing costs that were written off as part of the transaction.

Interest Rate. In general, borrowings under the senior term notes and the revolving credit facility bear interest, at our option, on either:

- the base rate (as defined below) plus the applicable margin. The applicable margin for a base rate loan is an amount equal to the applicable margin for Eurodollar rate (as defined below) minus 1.00%; or
- the adjusted Eurodollar rate (as defined below) plus a margin of 1.50% per annum for the senior term notes existing from May 2005 to August 2010 and for the senior term notes existing since August 2010 a margin of 2.25% (Level III, see table below) per annum until the date of delivery of the compliance certificate and the financial statements for the period ending March 31, 2011, at which time the applicable margin will be determined by reference to the leverage ratio in effect from time to time as set forth in the following table:

Level	Leverage Ratio	Applicable Margin for Eurodollar Rate Loans	Applicable Revolving Commitment Fee %
I	≥ 2.75:1.00	2.75%	0.50%
II	< 2.75:1.00 and ≥ 2.25:1.00	2.50%	0.50%
III	< 2.25:1.00 and ≥ 1.75:1.00	2.25%	0.50%
IV	< 1.75:1.00 and ≥ 1.25:1.00	2.00%	0.50%
V	< 1.25:1.00	1.75%	0.375%

The base rate for the previous senior term notes existing from May 2005 to August 2010 is the higher of (a) Wells Fargo's prime rate or (b) the Federal funds rate plus 0.5%. The base rate for the new senior term

5. Long-Term Obligations, continued

notes existing since August 2010 is a rate per annum equal to the greatest of Wells Fargo's prime rate in effect on such day, the Federal funds effective rate in effect on such day plus 0.5% and the adjusted Eurodollar rate for a one-month interest period commencing on such day plus 1.0%. The adjusted Eurodollar rate is defined as the rate per annum obtained by dividing (1) the rate of interest offered to Wells Fargo on the London interbank market by (2) a percentage equal to 100% minus the stated maximum rate of all reserve requirements applicable to any member bank of the Federal Reserve System in respect of "Eurocurrency liabilities."

Maturity and Principal Payments. The new senior term notes mature on August 19, 2015. Principal payments on the senior term notes are paid quarterly in the amount of $6.3 million for the first two years beginning on December 31, 2010, quarterly payments of $9.4 million for the two years following, and quarterly payments of $12.5 million for the three quarters prior to maturity at which time the remaining balance is due. The following table sets forth the remaining scheduled principal payments for our senior term notes (in thousands):

	For Years Ending December 31,				
	2011	2012	2013	2014	2015
Senior term notes	$25,000	$28,125	$37,500	$40,625	$362,500

The revolving credit facility has a commitment fee equal to 0.50% per annum on the unused portion of the commitment. The revolving credit facility matures on August 19, 2015. Principal payments on the revolving credit facility are made at our discretion with the entire unpaid amount due at maturity. At December 31, 2010, we had no borrowings under our revolving credit facility.

Guarantees and Security. We and each of our wholly-owned subsidiaries guarantee the outstanding debt under the senior credit facility. These borrowings, along with the guarantees of the subsidiaries, are further secured by substantially all of our consolidated assets. In addition, these borrowings are secured by a pledge of substantially all of the capital stock, or similar equity interests, of our wholly-owned subsidiaries.

Debt Covenants. The senior credit facility contains certain financial covenants pertaining to fixed charge coverage and leverage ratios. In addition, the senior credit facility has restrictions pertaining to capital expenditures, acquisitions and the payment of cash dividends on all classes of stock. At December 31, 2010, we had a fixed charge coverage ratio of 1.61 to 1.00, which was in compliance with the required ratio of no less than 1.20 to 1.00, and a leverage ratio of 1.94 to 1.00, which was in compliance with the required ratio of no more than 3.00 to 1.00.

Interest Rate Swap Agreements

In the past we have entered into interest rate swap agreements whereby we pay the counterparty amounts based on a fixed interest rate and set notional principal amount in exchange for the receipt of payments from the counterparty based on current LIBOR and the same set notional principal amount. We use interest rate swap agreements to mitigate our exposure to increasing interest rates as well as to maintain an appropriate mix of fixed-rate and variable-rate debt.

During 2010, all of our interest rate swap agreements had expired and we have not entered into any new agreements.

5. Long-Term Obligations, continued

The following table summarizes cash received or cash paid and unrealized gains or losses recognized as a result of our interest rate swap agreements (in thousands):

	For Years Ended December 31,		
	2010	2009	2008
Cash paid(1)	$382	$9,784	$5,472
Recognized gain from ineffectiveness(2)	$ —	$ (70)	$ (97)

(1) Our interest rate swap agreements effectively converted a certain amount of our variable-rate debt under our senior credit facility to fixed-rate debt for purposes of hedging against the risk of increasing interest rates. The above table depicts cash payments to the counterparties on our swap agreements. These payments are offset by a corresponding decrease in interest paid on our variable-rate debt under our senior credit facility. These amounts are included in interest expense in our consolidated income statements.

(2) These recognized gains are included in other expense (income) in our consolidated income statements.

6. Fair Value of Financial Instruments

On January 1, 2008, we adopted the applicable provisions of the new accounting guidance on fair value measurements which defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements related to financial instruments. On January 1, 2009, we adopted the new guidance for our non-financial assets and non-financial liabilities measured on a non-recurring basis. As of December 31, 2010, we do not have any applicable non-recurring measurements of non-financial assets and non-financial liabilities.

Current fair value accounting guidance includes a hierarchy that is intended to increase consistency and comparability in fair value measurements and related disclosures. The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable. Observable inputs reflect assumptions market participants would use in pricing an asset or liability based on market data obtained from independent sources while unobservable inputs reflect a reporting entity's pricing based upon their own market assumptions. The current guidance establishes a three-tiered fair value hierarchy which prioritizes the inputs used in measuring fair value as follows:

- *Level 1.* Observable inputs such as quoted prices in active markets;
- *Level 2.* Inputs, other than quoted prices, that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active; and
- *Level 3.* Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

Fair Value of Financial Instruments

The FASB accounting guidance requires disclosure of fair value information about financial instruments, whether or not recognized in the accompanying consolidated balance sheets. Fair value as defined by the guidance is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value estimates of financial instruments are not necessarily indicative of the amounts we might pay or receive in actual market transactions. The use of different market assumptions estimation methodologies may have a material effect on the estimated fair value amounts.

6. Fair Value of Financial Instruments, continued

Cash and Cash Equivalents. These balances include cash and cash equivalents with maturities of less than three months. The carrying amount approximates fair value due to the short-term maturities of these instruments.

Receivables, Less Allowance for Doubtful Accounts, Accounts Payable and Certain Other Accrued Liabilities. Due to their short-term nature, fair value approximates carrying value.

Long-Term Debt. The fair value of debt at December 31, 2010 is based upon the ask price quoted from an external source, which is considered a Level 2 input. At December 31, 2009, due to changes in the credit markets, we did not believe current pricing levels provided a reasonable estimate of fair value. As such, we estimated the fair value of our variable-rate debt using discounted cash flow techniques utilizing current market rates, which incorporated our credit risk.

The following table reflects the carrying value and fair value of our variable-rate long-term debt (in thousands):

	As of December 31,			
	2010		2009	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Variable-rate long-term debt	$493,750	$496,219	$516,889	$513,053

Interest Rate Swap Agreements. We use the market approach to measure fair value for our interest rate swap agreements. The market approach uses prices and other relevant information generated by market transactions involving comparable assets or liabilities. As of December 31, 2010 all of our interest rate swap agreements had expired.

The following table reflects the fair value of our interest rate swap agreements, which is measured on a recurring basis as defined by the FASB accounting guidance (in thousands):

		Basis of Fair Value Measurement		
	Balance	Quoted Prices In Active Markets for Identical Items (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
At December 31, 2009				
Other accrued liabilities	$380	$—	$380	$—

7. Dividends

We have not paid cash dividends on our common stock and we do not anticipate paying cash dividends in the foreseeable future. In addition, our senior credit facility places limitations on our ability to pay cash dividends or make other distributions in respect of our common stock. Specifically, our senior credit facility dated August 19, 2010 prohibits us from declaring, ordering, paying, or setting apart any sum for any dividends or other distributions on account of any shares of any class of stock, other than dividends payable solely in shares of stock to holders of such class of stock. Any future determination as to the payment of dividends will depend on our results of operations, financial condition, capital requirements and other factors deemed relevant by our Board of Directors, including the General Corporation Law of the State of Delaware, which provides that dividends are only payable out of surplus or current net profits.

8. Share-Based Compensation

Stock Incentive Plans

At December 31, 2010, there were stock options, non-vested shares and restricted stock units outstanding under our existing stock incentive plans. We maintain three plans: the 1996 Stock Incentive Plan; the 2001 Stock Incentive Plan; and the 2006 Equity Incentive Plan ("2006 Plan"). New options and other stock awards may only be granted under the 2006 Plan. At December 31, 2010, the sum of the shares previously issued pursuant to awards under the 2006 Plan and the shares of common stock remaining available for future issuance under the 2006 Plan to our employees, directors, consultants and those of our affiliates is 6,670,435 shares. The number of shares of common stock remaining available for future issuance under the 2006 Plan may increase by any shares of common stock underlying prior outstanding options that expire, are forfeited, cancelled or terminate for any reason without having been exercised in full. The number of shares available for issuance at December 31, 2010 was 4,561,931. Outstanding options and non-vested shares granted under our plans typically vest over periods that range from two to five years, and outstanding options typically expire between five and ten years from the date of grant.

Stock Option Activity

A summary of our stock option activity for 2010 is as follows (in thousands, except weighted-average exercise price and weighted-average remaining contractual term):

	Stock Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at December 31, 2009	4,300	$ 16.72		
Exercised	(945)	17.63		
Forfeited/Canceled	(48)	19.81		
Outstanding at December 31, 2010	3,307	$ 16.41	2.2	$ 22,742
Exercisable at December 31, 2010	2,557	$ 16.23	2.0	$ 18,056
Expected to vest at December 31, 2010	716	$ 17.04	2.8	$ 4,475

The weighted-average grant-date fair value of our stock options granted during 2008 was $5.85. There were no stock options granted during 2010 and 2009. The aggregate intrinsic value of our stock options exercised during 2010, 2009 and 2008 was $3.3 million, $7.3 million and $5.8 million, respectively. The actual tax benefit realized on options exercised during 2010, 2009 and 2008 was $1.3 million, $2.8 million and $2.2 million, respectively. The total fair value of options vested during 2010, 2009 and 2008 was $2.1 million, $72,000 and $3.1 million, respectively.

8. Share-Based Compensation, continued

The following table summarizes information about the options outstanding at December 31, 2010 (in thousands, except per share amounts and the weighted-average remaining contractual life):

	Options Outstanding			Options Exercisable	
Exercise Price	Number Outstanding	Weighted-Avg. Remaining Contractual Life	Weighted-Avg. Exercise Price	Number Exercisable	Weighted-Avg. Exercise Price
$6.26 - $7.97	1,000	1.9	$ 7.01	1,000	$ 7.01
$15.33 - $30.70	2,307	2.3	$ 20.49	1,557	$ 22.15
	3,307			2,557	

At December 31, 2010, there was $1.6 million of total unrecognized compensation cost related to our stock options. This cost is expected to be recognized over a weighted-average period of over one year.

Calculation of Fair Value

The fair value of our options is estimated on the date of grant using the Black-Scholes option pricing model. We amortize the fair value of our options on a straight-line basis over the requisite service period. There were no options granted during 2010 and 2009.

We use historical data to estimate pre-vesting option forfeitures. We recognize share-based compensation only for those awards that we expect to vest.

The compensation cost that has been charged against income for stock options was $2.6 million, $1.9 million and $1.7 million for 2010, 2009 and 2008, respectively. The corresponding income tax benefit recognized in the income statement was $1.0 million, $0.8 million and $0.6 million for 2010, 2009 and 2008, respectively.

Non-Vested Shares

Additionally, under our 2006 Plan, we have issued non-vested stock awards in our common stock to certain employees and members of our Board of Directors. The non-vested stock awards to employees and executives generally vest as follows: 25% on the second anniversary of the grant date; 50% on the third anniversary of the grant date; and 25% on the fourth anniversary of the grant date. The non-vested stock awards to members of our Board of Directors generally vest in equal annual installments over three years from the date of grant. Total compensation expense related to non-vested stock awards was $6.7 million, $6.0 million and $5.5 million in 2010, 2009 and 2008, respectively. The corresponding income tax benefit recognized in the income statement was $2.6 million, $2.3 million and $2.1 million for 2010, 2009 and 2008, respectively. As of December 31, 2010 there was $8.7 million of unrecognized compensation cost related to these non-

8. Share-Based Compensation, continued

vested shares that will be recognized over a weighted-average period of three years. A summary of our non-vested stock activity for 2010 is as follows:

	Shares	Grant Date Weighted-Average Fair Value Per Share
Outstanding at December 31, 2009	691,764	$ 30.54
Granted	269,104	$ 20.54
Vested	(263,752)	$ 31.74
Forfeited/Canceled	(10,605)	$ 30.40
Outstanding at December 31, 2010	686,511	$ 26.16

During 2010, we granted 269,104 shares of non-vested common stock. Of these awards 258,000 shares were granted to employees and 11,104 shares were granted to our non-employee directors. The awards to employees and to our non-employee directors will vest in equal annual installments over four years and three years, respectively, from the grant date.

Restricted Stock Unit Activity

Pursuant to the terms of the 2006 Equity Incentive Plan, on April 17, 2009, we awarded 84,757 restricted stock units in lieu of cash bonuses to our four senior executive officers for services performed in fiscal year 2008. Restricted stock units differ from the non-vested stock awards mentioned above in that the restricted stock units were fully vested or earned by the employee on the grant date however are restricted such that the participant will not have any right, title, or interest in, or otherwise be considered the owner of, any of the shares of common stock covered by the restricted stock units until such shares of common stock are settled. The restricted stock units will be settled upon the first to occur of the following: May 1, 2012, the date of the senior executive's separation from service, death or disability, or the date of a change in control. The restricted stock units had a grant date fair value of $22.90 per share resulting in a total value of $1.9 million and the grant was considered a non-cash financing activity in the prior year. There were no restricted stock grants for the December 31, 2010 period.

9. Commitments and Contingencies

a. Leases

We operate many of our animal hospitals from premises that are leased under operating leases with terms, including renewal options, ranging from five to 35 years. Certain leases include fair-value purchase options that can be exercised at our discretion at various times within the lease terms.

9. Commitments and Contingencies, continued

The future minimum lease payments on operating leases at December 31, 2010 are as follows (in thousands):

2011	$ 53,446
2012	53,230
2013	52,673
2014	52,010
2015	51,664
Thereafter	636,136
Total	$899,159

Rent expense totaled $51.9 million, $46.7 million and $42.7 million in 2010, 2009 and 2008, respectively. Rental income totaled $726,000, $564,000 and $490,000 in 2010, 2009 and 2008, respectively.

b. Purchase Commitments

Under the terms of certain purchase agreements, we have aggregate commitments to purchase approximately $18.7 million of products and services through 2011.

c. Earn-out Payments

We have contractual arrangements in connection with certain acquisitions, whereby additional cash may be paid to former owners of acquired companies upon attainment of specified financial criteria as set forth in the respective agreements. The amount to be paid cannot be determined until the earn-out periods expire and the attainment of criteria is established. If the specified financial criteria are attained, we will be obligated to pay an additional $1.2 million.

We adopted new guidance regarding business combinations for acquisitions with acquisition dates of January 1, 2009 or later. Under the new guidance contingent consideration, such as earn-out liabilities, is now recognized as part of the consideration transferred on the acquisition date and a corresponding liability is recorded based on the fair value of the liability if the fair value is known or determinable. The changes in fair value are recognized in earnings where applicable at each reporting period.

d. Holdbacks

In connection with certain acquisitions, we withheld a portion of the purchase price, or the holdback, as security for indemnification obligations of the sellers under the acquisition agreement. The amounts withheld are typically payable within a 12-month period. The total outstanding holdbacks at both December 31, 2010 and 2009 were $1.8 million and are included in other accrued liabilities.

We paid $3.3 million, $5.0 million and $3.0 million in 2010, 2009 and 2008, respectively, to sellers for the unused portion of holdbacks.

e. Other Contingencies

We have certain contingent liabilities resulting from litigation and claims incident to the ordinary course of our business. We believe that the probable resolution of such contingencies will not have a material adverse effect on our consolidated financial position, results of operations or cash flows.

10. Income Taxes

The provision for income taxes is comprised of the following (in thousands):

	For The Years Ended December 31,		
	2010	2009	2008
Federal:			
Current	$51,717	$49,416	$52,696
Deferred	11,536	20,910	19,736
	63,253	70,326	72,432
State:			
Current	12,892	10,564	10,942
Deferred	1,957	3,690	2,845
	14,849	14,254	13,787
	$78,102	$84,580	$86,219

The net deferred income tax assets (liabilities) at December 31, 2010 and 2009 is comprised of the following (in thousands):

	December 31,	
	2010	2009
Current deferred income tax assets:		
Accounts receivable	$ 4,996	$ 5,145
State taxes	5,329	3,707
Other liabilities and reserves	6,528	6,831
Other assets	904	833
Inventory	1,262	1,802
Total current deferred income tax assets	$ 19,019	$ 18,318
Non-current deferred income tax (liabilities) assets:		
Net operating loss carryforwards	$ 31,377	$ 13,997
Write-down of assets	1,216	1,216
Start-up costs	333	333
Other assets	25,826	21,549
Intangible assets	(113,685)	(99,799)
Property and equipment	(19,105)	(16,004)
Unrealized loss on investments	1,950	1,950
Share-based compensation	6,115	6,169
Valuation allowance	(16,158)	(4,608)
Total non-current deferred income tax liabilities, net	$ (82,131)	$(75,197)

At December 31, 2010, we had Federal net operating loss ("NOL") carryforwards of approximately $78.9 million, comprised mainly of acquired NOL carryforwards. These NOLs expire at various dates through 2029. The utilization of NOL carryforwards to reduce taxable income is subject to certain statutory limitations. Events that cause such a limitation include, but are not limited to, a cumulative ownership change of more than 50% over a three-year period. We believe that some of our acquisitions caused such a change of ownership and, accordingly, utilization of the NOL carryforwards may be limited in future years. Accordingly, the valuation allowance is principally related to subsidiaries' NOL carryforwards as well as certain investment-

10. Income Taxes, continued

related expenditures where the realization of the benefits is not more likely than not to occur. We believe that it is more likely than not that the benefit from the remaining net deferred tax assets will be realizable.

Our effective tax rate was 41.5%, 39.2% and 39.3% in 2010, 2009 and 2008, respectively.

A reconciliation of the provision for income taxes to the amount computed at the Federal statutory rate is as follows:

	For Years Ended December 31,		
	2010	2009	2008
Federal income tax at statutory rate	35.0%	35.0%	35.0%
State taxes, net of Federal benefit	6.0	4.1	4.1
Miscellaneous	0.5	0.1	0.2
	41.5%	39.2%	39.3%

The provision for 2010 income taxes includes tax expense of $5.4 million, or $3.5 million net of tax, related to settlement of taxes on 2004 through 2007 taxable income.

We are regularly audited by federal and state tax authorities. Our 2009, 2008 and 2007 taxable years are currently open for IRS audit. The previous four years are generally open for state audit.

11. Noncontrolling Interests

Effective January 1, 2009, we adopted the new accounting guidance for noncontrolling interests on a retrospective basis. The new guidance changes the accounting and reporting for minority interests which have been recharacterized as noncontrolling interests and are now classified as a component of equity in our consolidated balance sheets. The adoption also resulted in new presentation and disclosure requirements for noncontrolling interests within our consolidated income statements, statements of equity and statements of cash flows.

We own some of our animal hospitals in partnerships with noncontrolling interest holders. We consolidate our partnerships in our consolidated financial statements because our ownership interest in these partnerships is equal to or greater than 50.1% and we control these entities. We record noncontrolling interest in income of subsidiaries equal to our partners' percentage ownership of the partnerships' income. Noncontrolling interest in income of subsidiaries was $3.9 million, $4.2 million and $4.1 million in 2010, 2009 and 2008, respectively. In addition, we reflect our noncontrolling partners' cumulative share in the equity of the respective partnerships as noncontrolling interests in our consolidated balance sheets. At December 31, 2010 and 2009, noncontrolling interest was $16.9 million and $16.3 million, respectively.

The terms of some of our partnership agreements require us to purchase the partner's equity in the partnership in the event of the partner's death. These obligations are considered liabilities because of the certainty of the event. As a result we valued these liabilities at fair value as of the date of partnership formation. At December 31, 2010 and 2009, these liabilities were $1.2 million and $1.4 million, respectively and are included in other liabilities in our consolidated balance sheets. We also enter into partnership agreements whereby the minority partner is issued certain "put" rights. These rights are normally exercisable at the sole discretion of the minority partner and accordingly are required to be presented in temporary equity (mezzanine). The balance as of December 31, 2010 and 2009 in noncontrolling interests consists of these types of arrangements.

12. 401(k) Plan

In 1992, we established a voluntary retirement plan under Section 401(k) of the Internal Revenue Code. The plan covers all employees with at least six months of employment with our company and provides the annual matching contributions by us at the discretion of our Board of Directors. Our expense for matching contributions to our voluntary retirement plan approximated $1.6 million, $1.8 million and $1.2 million in 2010, 2009 and 2008, respectively.

13. Lines of Business

Our reportable segments are Animal Hospital, Laboratory and Medical Technology. These segments are strategic business units that have different services, products, and/or functions. Our segments are managed separately because each is a distinct and different business venture with unique challenges, risks and rewards. Our Animal Hospital segment provides veterinary services for companion animals and sells related retail and pharmaceutical products. Our Laboratory segment provides diagnostic laboratory testing services for veterinarians, both associated with our animal hospitals and those independent of us. Our Medical Technology segment sells digital radiography and ultrasound imaging equipment, related computer hardware, software and ancillary services to the veterinary market. We also operate a corporate office that provides general and administrative support services for our other segments.

The accounting policies of our segments are the same as those described in the summary of significant accounting policies included in Note 2, *Summary of Significant Accounting Policies* . We evaluate the performance of our segments based on gross profit and operating income. For purposes of reviewing the operating performance of our segments, all intercompany sales and purchases are generally accounted for as if they were transactions with independent third parties at current market prices.

13. Lines of Business, continued

The following is a summary of certain financial data for each of our segments (in thousands):

	Animal Hospital	Laboratory(1)	Medical Technology(1)	Corporate	Intercompany Eliminations	Total(1)
2010						
External revenue	$1,052,462	$ 273,616	$ 55,390	$ —	$ —	$1,381,468
Intercompany revenue	—	37,038	8,623	—	(45,661)	—
Total revenue	1,052,462	310,654	64,013	—	(45,661)	1,381,468
Direct costs	880,072	168,458	44,736	—	(42,962)	1,050,304
Gross profit	172,390	142,196	19,277	—	(2,699)	331,164
Selling, general and administrative expense	23,539	26,243	14,507	59,252	—	123,541
Net loss on sale of assets	273	22	71	8	—	374
Operating income (loss)	$ 148,578	$ 115,931	$ 4,699	$ (59,260)	$ (2,699)	$ 207,249
Depreciation and amortization	$ 32,456	$ 9,738	$ 2,437	$ 2,474	$ (1,036)	$ 46,069
Capital expenditures	$ 52,243	$ 5,176	$ 857	$ 5,516	$ (1,841)	$ 61,951
Total assets at December 31, 2010	$1,320,619	$ 215,483	$ 69,082	$ 175,297	$ (14,059)	$1,766,422
2009						
External revenue	$ 994,215	$ 277,528	$ 42,764	$ —	$ —	$1,314,507
Intercompany revenue	—	32,529	5,793	—	(38,322)	—
Total revenue	994,215	310,057	48,557	—	(38,322)	1,314,507
Direct costs	810,517	166,565	32,721	—	(36,528)	973,275
Gross profit	183,698	143,492	15,836	—	(1,794)	341,232
Selling, general and administrative expense	21,174	22,895	12,885	38,715	—	95,669
Net loss on sale of assets	652	11	11	3,361	—	4,035
Operating income (loss)	$ 161,872	$ 120,586	$ 2,940	$ (42,076)	$ (1,794)	$ 241,528
Depreciation and amortization	$ 26,769	$ 9,325	$ 2,000	$ 2,307	$ (830)	$ 39,571
Capital expenditures	$ 40,137	$ 7,518	$ 919	$ 3,994	$ (1,767)	$ 50,801
Total assets at December 31, 2009	$1,158,891	$ 207,043	$ 71,019	$ 201,024	$ (10,573)	$1,627,404
2008						
External revenue	$ 959,395	$ 274,875	$ 43,200	$ —	$ —	$1,277,470
Intercompany revenue	—	32,016	6,038	—	(38,054)	—
Total revenue	959,395	306,891	49,238	—	(38,054)	1,277,470
Direct costs	775,210	163,753	31,728	—	(35,695)	934,996
Gross profit	184,185	143,138	17,510	—	(2,359)	342,474
Selling, general and administrative expense	22,142	20,816	12,174	35,432	—	90,564
Net (gain) loss on sale of assets	—	(3)	29	208	—	234
Operating income (loss)	$ 162,043	$ 122,325	$ 5,307	$ (35,640)	$ (2,359)	$ 251,676
Depreciation and amortization	$ 21,837	$ 7,385	$ 1,423	$ 1,857	$ (591)	$ 31,911
Capital expenditures	$ 40,489	$ 12,995	$ 620	$ 2,620	$ (1,679)	$ 55,045
Total assets at December 31, 2008	$1,069,963	$ 194,892	$ 42,111	$ 150,891	$ (8,819)	$1,449,038

(1) Certain prior year amounts have been reclassified to reflect the transfer of certain business operations to the Laboratory segment from the Medical Technology segment. The reclassifications did not have a material impact on either of our segments.

14. Selected Quarterly Financial Data (Unaudited)

Quarterly Results

The following table sets forth selected unaudited quarterly results for the eight quarters commencing January 1, 2009 and ending December 31, 2010 (in thousands):

	2010 Quarter Ended				2009 Quarter Ended			
	Dec. 31	Sep. 30(1)	Jun. 30(2)	Mar. 31	Dec. 31(3)	Sep. 30	Jun. 30(3)	Mar. 31
Revenue	$338,112	$358,703	$353,919	$330,734	$315,219	$338,562	$344,876	$315,850
Gross profit	$ 69,586	$ 85,299	$ 93,484	$ 82,795	$ 71,138	$ 90,577	$ 97,348	$ 82,169
Operating income	$ 40,124	$ 58,042	$ 52,453	$ 56,630	$ 47,591	$ 65,473	$ 68,964	$ 59,500
Net income	$ 22,122	$ 28,587	$ 30,517	$ 32,932	$ 26,251	$ 37,486	$ 38,968	$ 32,881
Net income attributable to VCA Antech, Inc.	$ 21,473	$ 27,431	$ 29,404	$ 31,935	$ 25,352	$ 36,361	$ 37,745	$ 31,970
Basic earnings per common share	$ 0.25	$ 0.32	$ 0.34	$ 0.37	$ 0.30	$ 0.43	$ 0.45	$ 0.38
Diluted earnings per common share	$ 0.25	$ 0.32	$ 0.34	$ 0.37	$ 0.29	$ 0.42	$ 0.44	$ 0.37

(1) Included in third quarter net income is $1.6 million, net of tax, or $0.02 per diluted share, related to costs incurred in conjunction with the refinance of our senior credit facility, see Note 5, *Long-Term Obligations* . The third quarter net income also included tax expense of $3.5 million, net of tax, or $0.04 per diluted share related to settlement of taxes on 2004 through 2007 taxable income.

(2) Included in second quarter operating income is $14.5 million in consulting and SERP expenses to be paid in accordance with consulting and SERP agreements entered into on June 30, 2010. The consulting and SERP expense had an $8.9 million impact on net income or $0.10 per diluted share.

(3) The abandonment and subsequent recovery of costs incurred on an internally-developed software project impacted the second quarter and fourth quarter operating income by a charge of $5.3 million and a credit of $1.9 million, respectively. The project mentioned above impacted the second quarter and fourth quarter net income by a charge of $3.2 million, or $0.04 per diluted share, and a gain of $1.2 million, or $0.01 per diluted share, respectively.

Although not readily detectable because of the impact of acquisitions, our operations are subject to seasonal fluctuation. In particular, our Animal Hospital and Laboratory revenue historically has been greater in the second and third quarters than in the first and fourth quarters.

The demand for our veterinary services is significantly higher during warmer months because pets spend a greater amount of time outdoors, where they are more likely to be injured and are more susceptible to disease and parasites. In addition, use of veterinary services may be affected by levels of infestation of fleas, heartworms and ticks, and the number of daylight hours. A substantial portion of our costs for our veterinary services are fixed and do not vary with the level of demand. Consequently, our operating income and operating margins generally have been higher for the second and third quarters than that experienced in the first and fourth quarters.

VCA ANTECH, INC. AND SUBSIDIARIES

SCHEDULE I — CONDENSED FINANCIAL INFORMATION OF REGISTRANT

VCA ANTECH, INC. (Parent Company)

CONDENSED BALANCE SHEETS
(In thousands)

	December 31,	
	2010	**2009**
Assets:		
Investment in subsidiaries	$936,540	$825,397
Intercompany receivable	62,384	49,650
Total assets	$998,924	$875,047
Stockholders' equity:		
Common stock	86	86
Additional paid-in capital	347,848	335,114
Accumulated earnings	650,253	540,010
Accumulated other comprehensive loss	737	(163)
Total stockholders' equity	$998,924	$875,047

The accompanying notes are an integral part of these condensed financial statements.
See accompanying Report of Independent Registered Public Accounting Firm.

VCA ANTECH, INC. AND SUBSIDIARIES

SCHEDULE I — CONDENSED FINANCIAL INFORMATION OF REGISTRANT — (Continued)

VCA ANTECH, INC. (Parent Company)

CONDENSED STATEMENTS OF INCOME
(In thousands)

	For the Years Ended December 31,		
	2010	2009	2008
Revenue	$ —	$ —	$ —
Direct costs	—	—	—
Gross profit	—	—	—
Selling, general and administrative expense	—	—	—
Loss on sale of assets	—	—	—
Operating income	—	—	—
Interest income, net	—	—	—
Equity interest in income of subsidiaries	110,243	131,428	132,984
Income before provision for income taxes	110,243	131,428	132,984
Provision for income taxes	—	—	—
Net income	110,243	131,428	132,984
Net income attributable to noncontrolling interests	—	—	—
Net income attributable to VCA Antech, Inc.	$110,243	$131,428	$132,984

The accompanying notes are an integral part of these condensed financial statements.
See accompanying Report of Independent Registered Public Accounting Firm.

VCA ANTECH, INC. AND SUBSIDIARIES

SCHEDULE I — CONDENSED FINANCIAL INFORMATION OF REGISTRANT — (Continued)

VCA ANTECH, INC. (Parent Company)

CONDENSED STATEMENTS OF CASH FLOWS
(In thousands)

	For The Years Ended December 31,		
	2010	2009	2008
Cash flows from operating activities:			
Net income	$ 110,243	$ 131,428	$ 132,984
Adjustments to reconcile net income to net cash used in operating activities:			
Equity interest in earnings of subsidiaries	(110,243)	(131,428)	(132,984)
Increase in intercompany receivable	(5,510)	(15,297)	(3,606)
Net cash used in operating activities	(5,510)	(15,297)	(3,606)
Cash flows provided by investing activities:			
Other	—	—	—
Net cash provided by investing activities	—	—	—
Cash flows provided by financing activities:			
Proceeds from issuance of common stock under stock option plans	5,510	15,297	3,606
Net cash provided by financing activities	5,510	15,297	3,606
Increase (decrease) in cash and cash equivalents	—	—	—
Cash and cash equivalents at beginning of year	—	—	—
Cash and cash equivalents at end of year	$ —	$ —	$ —

The accompanying notes are an integral part of these condensed financial statements.
See accompanying Report of Independent Registered Public Accounting Firm.

VCA ANTECH, INC. AND SUBSIDIARIES

SCHEDULE I — CONDENSED FINANCIAL INFORMATION OF REGISTRANT — (Continued)

VCA ANTECH, INC. (Parent Company)

NOTES TO CONDENSED FINANCIAL STATEMENTS

Note 1. Guarantees

The borrowings under the senior credit facility are guaranteed by VCA Antech, Inc. ("VCA") and its wholly-owned subsidiaries. Vicar Operating, Inc. ("Vicar"), a wholly-owned subsidiary of VCA, may borrow up to $100 million under a revolving line of credit under the senior credit facility. VCA's guarantee under the senior credit facility is secured by the assets of its wholly-owned subsidiaries in addition to a pledge of capital stock or similar equity interest of its wholly-owned subsidiaries.

See Note 5, *Long-Term Obligations* , in our accompanying consolidated financial statements of this annual report on Form 10-K for a five-year schedule of debt maturities.

Note 2. Dividends from Subsidiaries

The senior credit facility has restrictions on the ability of Vicar and its consolidated subsidiaries to transfer assets in the form of cash, dividends, loans or advances to VCA. In 2010, 2009 and 2008, VCA did not receive any cash dividends from its consolidated subsidiaries.

See accompanying Report of Independent Registered Public Accounting Firm.

VCA ANTECH, INC. AND SUBSIDIARIES

SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS
(In thousands)

	Balance at Beginning of Period	Additions: Charged to Costs and Expenses	Additions: Charged to Other Accounts	Write-offs	Other(1)	Balance at End of Period
Year ended December 31, 2010						
Allowance for uncollectible accounts(2)	$ 13,015	$ 7,366	$ —	$ (7,237)	$ 657	$13,801
Year ended December 31, 2009						
Allowance for uncollectible accounts(2)	$ 11,025	$ 7,048	$ —	$ (5,505)	$ 447	$13,015
Year ended December 31, 2008						
Allowance for uncollectible accounts(2)	$ 11,017	$ 5,187	$ —	$ (5,889)	$ 710	$11,025

(1) "Other" changes in the allowance for uncollectible accounts include allowances acquired with animal hospitals and laboratory acquisitions.

(2) Balance includes allowance for trade accounts receivable and notes receivable.

See accompanying Report of Independent Registered Public Accounting Firm.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

We carried out an evaluation required by the Securities Exchange Act of 1934, as amended (the "1934 Act"), under the supervision and with the participation of our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rule 13a-15(e) of the 1934 Act, as of December 31, 2010. Based on this evaluation, our principal executive officer and principal financial officer concluded that, as of December 31, 2010, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the 1934 Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and to provide reasonable assurance that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosures.

Management's Annual Report on Internal Control Over Financial Reporting

Our management does not expect that our internal control over financial reporting will prevent all error and all fraud. Internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the internal control over financial reporting are met. Further, the design of internal controls over financial reporting must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all internal controls over financial reporting, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple errors or mistakes. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. 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 the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective internal control over financial reporting, misstatements due to error or fraud may occur and not be detected.

Our management's report on internal control over financial reporting, and the related report of our independent public accounting firm, are included in Item 8 of this annual report on Form 10-K under *Management's Annual Report on Internal Control Over Financial Reporting* and *Report of Independent Registered Public Accounting Firm* on Internal Control Over Financial Reporting, respectively, and are incorporated by reference.

Changes in Internal Control Over Financial Reporting

During our most recent fiscal quarter, there were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information regarding our directors and executive officers will appear in the proxy statement for the 2011 annual meeting of stockholders and is incorporated herein by this reference.

ITEM 11. EXECUTIVE COMPENSATION

Information regarding executive compensation will appear in the proxy statement for the 2011 annual meeting of stockholders and is incorporated herein by this reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information regarding security ownership of certain beneficial owners and management and related stockholder matters will appear in the proxy statement for the 2011 annual meeting of stockholders and is incorporated herein by this reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information regarding certain relationships and related transactions will appear in the proxy statement for the 2011 annual meeting of stockholders and is incorporated herein by this reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information regarding principal accountant fees and services will appear in the proxy statement for the 2011 annual meeting of stockholders and is incorporated herein by this reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(1) FINANCIAL STATEMENTS — See Item 8 of this annual report on Form 10-K.

REPORTS OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM — See Item 8 of this annual report on Form 10-K.

(2) SCHEDULE I — CONDENSED FINANCIAL INFORMATION — See Item 8 of this annual report on Form 10-K.

SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS — See Item 8 of this annual report on Form 10-K.

All other schedules have been omitted because they are not applicable or not required, or the information is included in the Consolidated Financial Statements or Notes thereto.

(3) EXHIBITS — See Exhibit Index attached to this annual report on Form 10-K.

List of Exhibits

Number	Exhibit Description
3.1	Amended and Restated Certificate of Incorporation of Registrant. Incorporated by reference to Exhibit 3.1 to the Registrant's annual report on Form 10-K filed March 29, 2002.
3.2	Certificate of Amendment to the Certificate of Incorporation of Registrant. Incorporated by reference to Exhibit 3.1 to the Registrant's current report on Form 8-K filed July 16, 2004.
3.3	Certificate of Correction to the Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Registrant. Incorporated by reference to Exhibit 3.2 to the Registrant's current report on Form 8-K filed July 16, 2004.
3.4	Second Amended and Restated Bylaws of Registrant. Incorporated by reference to Exhibit 3.1 to the Registrant's current report on Form 8-K filed May 1, 2006.
4.1	Specimen Certificate for shares of common stock of Registrant. Incorporated by reference to Exhibit 4.9 to Amendment No. 3 to the Registrant's registration statement on Form S-1 filed November 16, 2001.
10.1	Credit and Guaranty Agreement, dated August 19, 2010, by and among Vicar Operating, Inc., VCA Antech, Inc., certain subsidiaries of Vicar Operating, Inc., as guarantors, various lenders from time to time partly thereto, Wells Fargo Bank N.A., as administrative agent, collateral agent, issuing bank and swing line lender, Bank of America, N.A., as syndication agent, and JP Morgan Chase Bank, N.A., U.S. Bank National Association, and Union Bank, N.A., as co-documentation agents. Portions of the schedules have been omitted pursuant to a request for confidential treatment. Incorporated by reference to Exhibit 10.1 to the Registrant's quarterly report on Form 10-Q filed November 8, 2010.
10.2*	Employment Agreement, dated as of November 27, 2001, by and between VCA Antech, Inc. and Robert L. Antin. Incorporated by reference to Exhibit 10.5 to the registration statement of Vicar Operating, Inc., on Form S-4 filed February 1, 2002.
10.3*	Employment Agreement, dated as of November 27, 2001, by and between VCA Antech, Inc. and Arthur J. Antin. Incorporated by reference to Exhibit 10.6 to the registration statement of Vicar Operating, Inc., on Form S-4 filed February 1, 2002.
10.4*	Employment Agreement, dated as of November 27, 2001, by and between VCA Antech, Inc. and Tomas W. Fuller. Incorporated by reference to Exhibit 10.7 to the registration statement of Vicar Operating, Inc., on Form S-4 filed February 1, 2002.
10.5*	Letter Agreement, dated as of March 9, 2004, by and between VCA Antech, Inc. and Robert L. Antin. Incorporated by reference to Exhibit 10.20 to the Registrant's annual report on Form 10-K filed March 12, 2004.
10.6*	Letter Agreement, dated as of March 9, 2004, by and between VCA Antech, Inc. and Arthur J. Antin. Incorporated by reference to Exhibit 10.21 to the Registrant's annual report on Form 10-K filed March 12, 2004.
10.7*	Letter Agreement, dated as of March 9, 2004, by and between VCA Antech, Inc. and Tomas W. Fuller. Incorporated by reference to Exhibit 10.22 to the Registrant's annual report on Form 10-K filed March 12, 2004.
10.8*	Letter Agreement, dated as of April 15, 2008, by and between VCA Antech, Inc. and Neil Tauber. Incorporated by reference to Exhibit 10.1 to the Registrant's current report on Form 8-K filed April 28, 2008.
10.9*	Post-Retirement Medical Benefits Coverage Agreement dated as of December 27, 2007, by and between VCA Antech, Inc. and Robert L. Antin. Incorporated by reference to Exhibit 10.15 to the Registrant's annual report on Form 10-K filed February 29, 2008.
10.10*	Post-Retirement Medical Benefits Coverage Agreement dated as of December 27, 2007, by and between VCA Antech, Inc. and Arthur J. Antin. Incorporated by reference to Exhibit 10.16 to the Registrant's annual report on Form 10-K filed February 29, 2008.
10.11*	Post-Retirement Medical Benefits Coverage Agreement dated as of December 27, 2007, by and between VCA Antech, Inc. and Neil Tauber. Incorporated by reference to Exhibit 10.17 to the Registrant's annual report on Form 10-K filed February 29, 2008.

Number	Exhibit Description
10.12*	Post-Retirement Medical Benefits Coverage Agreement dated as of December 27, 2007, by and between VCA Antech, Inc. and Tomas W. Fuller. Incorporated by reference to Exhibit 10.18 to the Registrant's annual report on Form 10-K filed February 29, 2008.
10.13*	Second Amendment to Amended and Restated Employment Agreement, effective January 1, 2009, by and between VCA Antech, Inc. and Robert L. Antin. Incorporated by reference to Exhibit 10.18 to the Registrant's annual report on Form 10-K filed February 26, 2010.
10.14*	Second Amendment to Amended and Restated Employment Agreement, effective January 1, 2009, by and between VCA Antech, Inc. and Arthur J. Antin. Incorporated by reference to Exhibit 10.19 to the Registrant's annual report on Form 10-K filed February 26, 2010.
10.15*	Second Amendment to Amended and Restated Employment Agreement, effective January 1, 2009, by and between VCA Antech, Inc. and Tomas W. Fuller. Incorporated by reference to Exhibit 10.20 to the Registrant's annual report on Form 10-K filed February 26, 2010.
10.16*	VCA Antech, Inc. 2007 Annual Cash Incentive Plan. Incorporated by reference to Annex A to the Registrant's proxy statement on Schedule 14A filed on April 27, 2007.
10.17*	Supplemental Executive Retirement Program Agreement, effective as of June 28, 2010, by and between VCA Antech, Inc. and Robert L. Antin. Incorporated by reference to Exhibit 10.1 to the Registrant's current report on Form 8-K dated July 7, 2010.
10.18*	Supplemental Executive Retirement Program Agreement, effective as of June 28, 2010, by and between VCA Antech, Inc. and Arthur J. Antin. Incorporated by reference to Exhibit 10.2 to the Registrant's current report on Form 8-K dated July 7, 2010.
10.19*	Supplemental Executive Retirement Program Agreement, effective as of June 28, 2010, by and between VCA Antech, Inc. and Neil Tauber. Incorporated by reference to Exhibit 10.3 to the Registrant's current report on Form 8-K dated July 7, 2010.
10.20*	Supplemental Executive Retirement Program Agreement, effective as of June 28, 2010, by and between VCA Antech, Inc. and Tomas W. Fuller. Incorporated by reference to Exhibit 10.4 to the Registrant's current report on Form 8-K dated July 7, 2010.
10.21*	Consulting Agreement, effective as of June 28, 2010, by and between VCA Antech, Inc. and Robert L. Antin. Incorporated by reference to Exhibit 10.5 to the Registrant's current report on Form 8-K dated July 7, 2010.
10.22*	Consulting Agreement, effective as of June 28, 2010, by and between VCA Antech, Inc. and Arthur J. Antin. Incorporated by reference to Exhibit 10.6 to the Registrant's current report on Form 8-K dated July 7, 2010.
10.23*	Consulting Agreement, effective as of June 28, 2010, by and between VCA Antech, Inc. and Neil Tauber. Incorporated by reference to Exhibit 10.7 to the Registrant's current report on Form 8-K dated July 7, 2010.
10.24*	Consulting Agreement, effective as of June 28, 2010, by and between VCA Antech, Inc. and Tomas W. Fuller. Incorporated by reference to Exhibit 10.8 to the Registrant's current report on Form 8-K dated July 7, 2010.
10.25*	Amendment No. 1 to the Consulting Agreement, effective as of September 30, 2010, by and between VCA Antech, Inc. and Neil Tauber. Incorporated by reference to Exhibit 10.4 to the Registrant's quarterly report on Form 10-Q filed November 8, 2010.
10.26*	Amendment No. 1 to the Consulting Agreement, effective as of September 30, 2010, by and between VCA Antech, Inc. and Tomas W. Fuller. Incorporated by reference to Exhibit 10.5 to the Registrant's quarterly report on Form 10-Q filed November 8, 2010.
10.27*	Summary of Executive Officer Compensation.
10.28*	Summary of Board of Directors Compensation. Incorporated by reference to Exhibit 10.23 to the Registrant's annual report on Form 10-K filed February 26, 2010.
10.29	Amended and Restated 1996 Stock Incentive Plan of VCA Antech, Inc. Incorporated by reference to Exhibit 10.9 to Amendment No. 2 to the Registrant's registration statement on Form S-1 filed October 31, 2001.

Number	Exhibit Description
10.30	2001 Stock Incentive Plan of VCA Antech, Inc. Incorporated by reference to Exhibit 10.10 to Amendment No. 2 to the Registrant's registration statement on Form S-1 filed October 31, 2001.
10.31	VCA Antech, Inc. 2006 Equity Incentive Plan, as amended on May 22, 2006. Incorporated by reference to Exhibit 4.5 to the Registrant's registration statement on Form S-8 filed on December 15, 2006.
10.32	Stock Option Agreement for VCA Antech, Inc. 2006 Equity Incentive Plan. Incorporated by reference to Exhibit 4.6 to the Registrant's registration statement on Form S-8 filed on December 15, 2006.
10.33	Restricted Stock Award Agreement for VCA Antech, Inc. 2006 Equity Incentive Plan. Incorporated by reference to Exhibit 4.7 to the Registrant's registration statement on Form S-8 filed on December 15, 2006.
10.34	Restricted Stock Unit Agreement for VCA Antech, Inc. 2006 Equity Incentive Plan. Incorporated by reference to Exhibit 10.29 to the Registrant's annual report on Form 10-K filed February 26, 2010.
10.35	Corporate Headquarters Lease, dated as of January 1, 1999, by and between VCA Antech, Inc. and Werner Wolfen, Michael Duritz, Nancy Bruch, Dorothy A. Duritz, Harvey Rosenberg and Judy Rosenberg (Landlords). Incorporated by reference to Exhibit 10.11 to Amendment No. 1 to the Registrant's registration statement on Form S-1 filed October 15, 2001.
10.36	Corporate Headquarters Lease, dated as of June 9, 2004, by and between VCA Antech, Inc. and Martin Shephard, Trustee of the Shephard Family Trust of 1998 (Lessor). Incorporated by reference to Exhibit 10.21 to the Registrant's annual report on Form 10-K filed March 14, 2006.
10.37	Form of Indemnification Agreement. Incorporated by reference to Exhibit 10.13 to the Registrant's registration statement on Form S-1 filed August 9, 2001.
14.1	Code of Conduct and Business Ethics of the Registrant. Incorporated by reference to Exhibit 14.1 to the Registrant's annual report on Form 10-K filed March 12, 2004.
21.1	Subsidiaries of Registrant.
23.1	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included in signature page).
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document**
101.SCH	XBRL Taxonomy Extension Schema Document**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase**
101.DEF	XBRL Taxonomy Definition Linkbase**
101.LAB	XBRL Taxonomy Extension Label Linkbase**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase**

* Management contract or compensatory plan or arrangement.

** Furnished, not filed.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 on February 28, 2011.

VCA Antech, Inc.

By: /s/ TOMAS W. FULLER
Tomas W. Fuller
Chief Financial Officer, Principal Financial Officer, Vice President and Secretary

KNOWN BY ALL PERSONS THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert L. Antin and Tomas W. Fuller, or any one of them, their attorneys-in-fact and agents with full power of substitution and re-substitution, for him and his name, place and stead, in any and all capacities, to sign any or all amendments to this annual report on Form 10-K and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

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 in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Robert L. Antin Robert L. Antin	Chairman of the Board, President and Chief Executive Officer	February 28, 2011
/s/ Tomas W. Fuller Tomas W. Fuller	Chief Financial Officer, Principal Financial Officer, Vice President and Secretary	February 28, 2011
/s/ Dawn R. Olsen Dawn R. Olsen	Principal Accounting Officer, Vice President and Controller	February 28, 2011
/s/ John M. Baumer John M. Baumer	Director	February 28, 2011
/s/ John Heil John Heil	Director	February 28, 2011
/s/ Frank Reddick Frank Reddick	Director	February 28, 2011
/s/ John B. Chickering, Jr. John B. Chickering, Jr.	Director	February 28, 2011
* By: Attorney-in-Fact	Director	

EXHIBIT 10.27

SUMMARY OF EXECUTIVE COMPENSATION

Annual Base Salaries

The executive officers of VCA Antech., Inc., are paid the following annual base salaries:

Name	Title	Base Salary
Robert L. Antin(1)	Chairman, President & Chief Executive Officer	$928,013
Arthur J. Antin(1)	Chief Operating Officer & Senior Vice President	$590,554
Tomas W. Fuller(1)	Chief Financial Officer, Vice President & Secretary	$399,327
Neil Tauber(1)	Senior Vice President	$399,327
Josh Drake	President, Antech Diagnostics	$338,000

(1) Please refer to the employment agreements and other agreements of these executive officers, each of which has been filed with the Securities and Exchange Commission, for the other terms and conditions of their employment.

EXHIBIT 21.1

SUBSIDIARIES OF VCA ANTECH, INC.

Name of Subsidiary	Jurisdiction of Organization
Vicar Operating, Inc.	Delaware
Albany Veterinary Clinic	California
Animal Care Center at Mill Run, Inc.	Ohio
Animal Care Centers of America, Inc.	Ohio
Antech Diagnostics Canada Ltd.	Alberta, Canada
Arroyo PetCare Center, Inc.	California
Associates in Pet Care, Inc.	Wisconsin
Diagnostic Veterinary Service, Inc.	California
Edgebrook, Inc.	New Jersey
Healthy Pet Corp.	Delaware
Indiana Veterinary Diagnostic Lab, Inc.	Indiana
Pet's Choice, Inc.	Washington
Pets' Rx, Inc.	Delaware
Preston Park Animal Hospital, Inc.	California
Sound Technologies, Inc.	Delaware
South County Veterinary Clinic, Inc.	California
Sum Phase Trading Inc.	Ontario, Canada
Toms River Veterinary Hospital, P.A.	New Jersey
VCA — Asher, Inc.	California
VCA Alabama, Inc.	Alabama
VCA Albany Animal Hospital, Inc.	California
VCA Animal Hospitals, Inc.	California
VCA Centers-Texas, Inc.	Texas
VCA Cenvet, Inc.	California
VCA Clinipath Labs, Inc.	California
VCA Maple Leaf, Inc.	California
VCA Miller-Robertson #152	California
VCA Missouri, Inc.	Missouri
VCA Northwest Veterinary Diagnostics, Inc.	California
VCA of New York, Inc.	Delaware
VCA Professional Animal Laboratory, Inc.	California
VCA Real Property Acquisition Corporation	California
Veterinary Centers of America-Texas, Inc.	Texas
West Los Angeles Veterinary Medical Group, Inc.	California
Yager-Best Histovet Inc.	Ontario, Canada

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
VCA Antech, Inc.:

We consent to the incorporation by reference in the registration statements (Nos. 333-139410, 333-81614 and 333-107557) on Form S-8 and the registration statements (Nos. 333-108135 and 333-114471) on Form S-3 of VCA Antech, Inc. of our reports dated February 28, 2011, with respect to the consolidated balance sheets of VCA Antech, Inc. and subsidiaries as of December 31, 2010 and 2009, and the related consolidated statements of income, stockholders' equity, comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2010, and all related financial statement schedules, and the effectiveness of internal control over financial reporting as of December 31, 2010, which reports appear in the December 31, 2010 annual report on Form 10-K of VCA Antech, Inc. and subsidiaries.

/s/ KPMG LLP

Los Angeles, California
February 28, 2011

EXHIBIT 31.1

Certification of
Chief Executive Officer
of VCA Antech, Inc.

I, Robert L. Antin, certify that:

1. I have reviewed this report on Form 10-K for the year ended December 31, 2010 of VCA Antech, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's Board of Directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Robert L. Antin

Robert L. Antin
Chief Executive Officer

Date: February 28, 2011

EXHIBIT 31.2

Certification of
Chief Financial Officer
of VCA Antech, Inc.

I, Tomas W. Fuller, certify that:

1. I have reviewed this report on Form 10-K for the year ended December 31, 2010 of VCA Antech, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's Board of Directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Tomas W. Fuller

Tomas W. Fuller
Chief Financial Officer, Principal Financial Officer,
Vice President and Secretary

Date: February 28, 2011

EXHIBIT 32.1

Certification of
Chief Executive Officer & Chief Financial Officer
of VCA Antech, Inc.

This certification is provided pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and accompanies this annual report on Form 10-K (the "Report") for the period ended December 31, 2010 of VCA Antech, Inc. (the "Issuer").

Each of the undersigned, who are the Chief Executive Officer and Chief Financial Officer, respectively, of VCA Antech, Inc., hereby certify that, to the best of each such officer's knowledge:

(i) the Report fully complies with the requirements of section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Issuer.

/s/ Robert L. Antin

Robert L. Antin
Chief Executive Officer

/s/ Tomas W. Fuller

Tomas W. Fuller
Chief Financial Officer, Principal Financial Officer,
Vice President and Secretary

Date: February 28, 2011