AS ELECTRONICALLY TRANSMITTED TO THE SECURITIES AND EXCHANGE COMMISSION
ON MARCH 14, 1994

REGISTRATION NO. 33-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NATIONAL HEALTH LABORATORIES HOLDINGS INC.
(Exact name of Registrant as specified in its charter)

DELAWARE	8071	13-3757370
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

4225 EXECUTIVE SQUARE
SUITE 800
LA JOLLA, CALIFORNIA 92037
(619) 550-0600
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

JAMES G. RICHMOND, ESQ.
NATIONAL HEALTH LABORATORIES HOLDINGS INC.
4225 EXECUTIVE SQUARE
SUITE 800
LA JOLLA, CALIFORNIA 92037
(619) 550-0600
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:
ALLEN FINKELSON, ESQ.
CRAVATH, SWAINE & MOORE
WORLDWIDE PLAZA
825 EIGHTH AVENUE
NEW YORK, NEW YORK 10019

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE OF THE SECURITIES TO THE PUBLIC: As soon as practicable after the effective date of this Registration Statement and upon consummation of the transactions described in the enclosed Proxy Statement/Prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. / /

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER UNIT	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE (2)
Common Stock, $.01 par value per share	84,750,692 shares	Not Applicable	Not Applicable	$398,185

(1) This Registration Statement relates to securities of the Registrant issuable to holders of Common Stock of National Health Laboratories Incorporated, a Delaware corporation ("NHL"), in the proposed merger of NHL with a wholly owned subsidiary of the Registrant.
(2) Pursuant to Rule 457(f), the registration fee was computed on the basis of the market value of the NHL Common Stock to be exchanged in the merger, computed in accordance with Rule 457(c) on the basis of the average of the high and low prices per share of such stock on the New York Stock Exchange Composite Transactions Tape on March 11, 1994.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

NATIONAL HEALTH LABORATORIES HOLDINGS INC.

Cross-Reference Sheet Pursuant to Item 501(b) of Regulation S-K

Location in

Form S-4 Item	Proxy Statement/Prospectus
A. INFORMATION ABOUT THE TRANSACTION	
1. Forepart of Registration Statement and Outside Front Cover Page of Prospectus	Outside Front Cover Page of Proxy Statement/Prospectus
2. Inside Front and Outside Back Cover Pages of Prospectus	Inside Front Cover Page of Proxy Statement/Prospectus
3. Risk Factors, Ratio of Earnings to Fixed Charges and Other Information	Outside Front Cover Page of Proxy Statement/Prospectus; General Information; Proposed Reorganization
4. Terms of the Transaction	Proposed Reorganization
5. Pro Forma Financial Information	Not Applicable
6. Material Contracts with the Company Being Acquired	Not Applicable
7. Additional Information Required for Reoffering by Persons and Parties Deemed To Be Underwriters	Not Applicable
8. Interests of Named Experts and Counsel	Proposed Reorganization--Legal Opinions
9. Disclosure of Commission Position on Indemnification for Securities Act Liabilities	Not Applicable
B. INFORMATION ABOUT THE REGISTRANT	
10. Information with Respect to S-3 Registrants	Not Applicable
11. Incorporation of Certain Information by Reference	Not Applicable
12. Information with Respect to S-2 or S-3 Registrants	Not Applicable
13. Incorporation of Certain Information by Reference	Not Applicable
14. Information with Respect to Registrants Other Than S-2 or S-3 Registrants	Not Applicable

Form S-4 Item	Location in Proxy Statement/Prospectus
C. INFORMATION ABOUT THE COMPANY BEING ACQUIRED	
15. Information with Respect to S-3 Companies.....	Not Applicable
16. Information with Respect to S-2 or S-3 Companies.....	Not Applicable
17. Information with Respect to Companies Other Than S-2 or S-3 Companies.....	Not Applicable
D. VOTING AND MANAGEMENT INFORMATION	
18. Information if Proxies, Consents or Authorizations Are To Be Solicited.....	General Information; Proposed Reorganization; Election of Directors; Employee Benefits Committee Report on Executive Compensation; Ratification of Independent Auditors; 1994 Option Plan; Stockholder Proposals
19. Information if Proxies, Consents or Authorizations Are Not To Be Solicited in an Exchange Offer.....	Not Applicable

NATIONAL HEALTH LABORATORIES INCORPORATED

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of
National Health Laboratories Incorporated:

Notice is hereby given that the Annual Meeting of Stockholders of National Health Laboratories Incorporated, a Delaware corporation (the "Company"), will be held on the 10th day of May 1994 at 10:30 a.m., local time, at the Sheraton Music City Hotel, 777 McGavock Pike at Century City, Nashville, Tennessee 37214, for the following purposes:

1. To approve a proposed corporate reorganization of the Company in which National Health Laboratories Holdings, Inc., a newly formed, wholly owned subsidiary of the Company, will become the parent holding company of the Company as described herein.

2. To elect all the members of the Company's board of directors to serve until the Company's next annual meeting and until such directors' successors are elected and shall have qualified.

3. To ratify the selection of KPMG Peat Marwick as the Company's independent auditors for 1994.

4. To approve and adopt the National Health Laboratories Incorporated 1994 Stock Option Plan.

5. To transact such other business as may properly come before the annual meeting or at any adjournments thereof.

A proxy statement/prospectus describing the matters to be considered at the annual meeting is attached to this notice. Only stockholders of record at the close of business on March 25, 1994 are entitled to notice of, and to vote at, the annual meeting and at any adjournments thereof.

To ensure that your vote will be counted, please complete, date and sign the enclosed proxy card and return it promptly in the enclosed prepaid envelope, whether or not you plan to attend the annual meeting.

By Order of the Board of Directors

Alvin Ezrin
Secretary

March ( ), 1994

PLEASE COMPLETE, SIGN AND DATE THE ACCOMPANYING PROXY AND RETURN IT IN THE ENCLOSED ENVELOPE. THIS WILL ENSURE THAT YOUR SHARES ARE VOTED IN ACCORDANCE WITH YOUR WISHES.

THIS DOCUMENT IS A PROXY STATEMENT FOR THE ANNUAL MEETING OF STOCKHOLDERS OF NATIONAL HEALTH LABORATORIES INCORPORATED AND A PROSPECTUS OF NATIONAL HEALTH LABORATORIES HOLDINGS INC.

NATIONAL HEALTH LABORATORIES INCORPORATED
NATIONAL HEALTH LABORATORIES HOLDINGS INC.

SHARES OF COMMON STOCK
OF
NATIONAL HEALTH LABORATORIES HOLDINGS INC.

This Proxy Statement/Prospectus is being furnished in connection with the solicitation by the Board of Directors of National Health Laboratories Incorporated (the "Company") of proxies to be voted at the annual meeting of stockholders to be held on the 10th day of May 1994 at 10:30 a.m., local time, at the Sheraton Music City Hotel, 777 McGavock Pike at Century City, Nashville, Tennessee 37214, and at any adjournments thereof. This Proxy Statement/Prospectus is first being sent to stockholders on or about March ( ), 1994.

At the annual meeting, the Company's stockholders will be asked (1) to approve the Agreement and Plan of Merger attached as Exhibit A hereto (the "Plan of Merger"), (2) to elect the following persons as directors of the Company until the Company's next annual meeting and until such directors' successors are elected and shall have qualified: Ronald O. Perelman, Saul J. Farber, M.D., Howard Gittis, Ann Dibble Jordan, James R. Maher, David J. Mahoney, Paul A. Marks, M.D., Linda Gosden Robinson and Samuel O. Thier, M.D., (3) to ratify the selection of KPMG Peat Marwick as the Company's independent auditors for 1994, (4) to approve and adopt the National Health Laboratories Incorporated 1994 Stock Option Plan (the "1994 Option Plan") and (5) to take such other action as may properly come before the annual meeting or any adjournments thereof.

The Board of Directors of the Company is recommending approval of the Plan of Merger in connection with a proposed corporate reorganization that will create a holding company structure for the Company. National Health Laboratories Holdings Inc. ("NHL Holdings"), a wholly owned subsidiary of the Company that has been newly formed specifically to effect the reorganization, will become the parent holding company of the Company. All outstanding shares of common stock of the Company will be converted on a share-for-share basis into shares of common stock of NHL Holdings. As a result, the owners of common stock of the Company will become the owners of common stock of NHL Holdings. Subsequent to the reorganization, the Company will continue to carry on its present business as a subsidiary of NHL Holdings. The Company believes the reorganization will provide increased alternatives available for future financing. See "Proposed Reorganization--Reasons for Reorganization."

Reference is made to "Proposed Reorganization--Certificate of Incorporation and By-laws of NHL Holdings" and "--Description of NHL Holdings' Common Stock" for further information concerning the securities offered hereby.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROXY STATEMENT/PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE DATE OF THIS PROXY STATEMENT/
PROSPECTUS IS MARCH ( ), 1994.

AVAILABLE INFORMATION

NHL Holdings has filed with the Securities and Exchange Commission (the "Commission") a Registration Statement on Form S-4 under the Securities Act of 1933, as amended, covering the shares of NHL Holdings' common stock to be issued in connection with the reorganization provided for by the Plan of Merger (the "Registration Statement"). This Proxy Statement/Prospectus does not contain all the information set forth in the Registration Statement, certain parts of which are omitted in accordance with the rules and regulations of the Commission. The Registration Statement and the exhibits thereto may be inspected and copied, at prescribed rates, at the public reference facilities maintained by the Commission at 450 Fifth Street, N.W., Washington, D.C. 20549, and at the regional offices of the Commission at the following locations: 7 World Trade Center, Suite 1300, New York, New York 10048, and Northwestern Atrium Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60611.

The Company is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports and other information with the Commission. Such reports, proxy statements and other information filed by the Company with the Commission may be inspected and copied, at prescribed rates, at the public reference facilities and the regional offices maintained by the Commission at the addresses set forth above and may be inspected at the offices of the New York Stock Exchange (the "NYSE"), 20 Broad Street, New York, New York 10005. Copies of such materials and the Registration Statement referred to above can also be obtained from the Public Reference Section of the Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates. Following the reorganization, NHL Holdings will file reports and other information under the Exchange Act.

INFORMATION INCORPORATED BY REFERENCE

The following documents filed with the Commission by the Company pursuant to the Exchange Act are incorporated by reference in this Proxy Statement/Prospectus:

(i) the Company's Annual Report on Form 10-K for the year ended December 31, 1992;

(ii) the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 1993, June 30, 1993, and September 30, 1993; and

(iii) the description of the Company's common stock set forth in the Company's registration statements filed pursuant to Section 12 of the Exchange Act, and any amendment or report filed for the purpose of updating any such description.

All documents and reports filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Proxy Statement/Prospectus and prior to the date of the annual meeting shall be deemed to be incorporated by reference in this Proxy Statement/Prospectus and to be a part hereof from the dates of filing of such documents or reports. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Proxy Statement/Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Proxy Statement/Prospectus.

The Company will provide without charge to each person, including any beneficial owner of shares of common stock of the Company, to whom this document is delivered, upon written or oral request, a copy of any and all of the information that has been incorporated by reference in this document (not including exhibits to the information that is incorporated by reference unless such exhibits are specifically incorporated by reference into the information

that this document incorporated). Written or telephone requests for copies of such material should be directed to National Health Laboratories Incorporated, 4225 Executive Square, Suite 800, La Jolla, California 92037, Attention: Secretary (telephone: (619) 550-0600).

THIS PROXY STATEMENT/PROSPECTUS INCORPORATES DOCUMENTS BY REFERENCE WHICH ARE NOT PRESENTED HEREIN OR DELIVERED HEREWITH. THESE DOCUMENTS ARE AVAILABLE UPON REQUEST DIRECTED TO THE COMPANY AT THE ADDRESS OR TELEPHONE NUMBER LISTED IN THE PRECEDING PARAGRAPH. IN ORDER TO ENSURE TIMELY DELIVERY OF THE DOCUMENTS, ANY REQUEST SHOULD BE MADE BY MAY 3, 1994.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS PROXY STATEMENT/PROSPECTUS. IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY EITHER NHL HOLDINGS OR THE COMPANY. THIS PROXY STATEMENT/PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY SHARES OF NHL HOLDINGS COMMON STOCK, NOR DOES IT CONSTITUTE THE SOLICITATION OF A PROXY, BY ANY PERSON IN ANY JURISDICTION OR IN ANY CIRCUMSTANCES IN WHICH SUCH OFFER OR SOLICITATION WOULD BE UNLAWFUL. NEITHER THE DELIVERY OF THIS PROXY STATEMENT/PROSPECTUS NOR ANY DISTRIBUTION OF SECURITIES MADE HEREUNDER SHALL UNDER ANY CIRCUMSTANCES CREATE ANY IMPLICATION THAT THE INFORMATION HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE HEREOF.

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GENERAL INFORMATION

SOLICITATION AND VOTING OF PROXIES; REVOCATION

The purposes of the annual meeting are set forth in the accompanying Notice. All proxies duly executed and received by the Company will be voted on all matters presented at the annual meeting in accordance with the instructions given therein by the person executing such proxy or, in the absence of such instructions, will be voted in favor of approval of the Plan of Merger, the election to the Company's Board of Directors of the nine nominees for director identified in this Proxy Statement/Prospectus, the ratification of the selection of KPMG Peat Marwick as the Company's auditors and the adoption of the 1994 Option Plan. Any stockholder may revoke his proxy at any time before it is voted by written notice to such effect received by the Company at 4225 Executive Square, Suite 800, La Jolla, California 92037, Attention: Secretary, by delivery of a subsequently dated proxy or by attending the annual meeting and voting in person.

Solicitation of proxies may be made by mail and may also be made by personal interview, telephone and facsimile transmission, and by directors, officers and regular employees of the Company without special compensation therefor. The Company expects to reimburse banks, brokers and other persons for their reasonable out-of-pocket expenses in handling proxy materials for beneficial owners.

A quorum for the annual meeting consists of a majority of the total number of shares of voting securities outstanding on the record date. The affirmative vote of a majority of the outstanding shares of the Company's common stock is required for approval of the Plan of Merger and adoption of the 1994 Option Plan. Directors of the Company will be elected by a plurality vote of the shares of the Company's common stock represented at the annual meeting. The affirmative vote of a majority of the shares of the Company's common stock represented at the annual meeting is required for the ratification of the selection of KPMG Peat Marwick as independent auditors. At March 25, 1994, the directors and executive officers of the Company and their affiliates owned beneficially an aggregate of 21,229,463 shares of common stock of the Company, representing approximately 25% of the total number of shares of common stock outstanding.

THE BOARD OF DIRECTORS OF THE COMPANY RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE PLAN OF MERGER, THE ELECTION OF THE BELOW SPECIFIED NOMINEES FOR DIRECTOR OF THE COMPANY, THE RATIFICATION OF THE SELECTION OF KPMG PEAT MARWICK AS INDEPENDENT AUDITORS AND THE ADOPTION OF THE 1994 OPTION PLAN.

RECORD DATE; BENEFICIAL OWNERSHIP

Only holders of record of the Company's common stock at the close of business on March 25, 1994 will be entitled to notice of and to vote at the annual meeting. On that date, there were issued and outstanding 84,750,692 shares of common stock (not including treasury shares), each of which is entitled to one vote. Of that total, 20,176,729 (or approximately 24%) is owned by National Health Care Group, Inc. ("Health Care"), an indirect wholly owned subsidiary of MacAndrews & Forbes Holdings Inc. ("M&F Holdings"), a corporation wholly owned through Mafco Holdings Inc. ("Mafco" and together with M&F Holdings, "MacAndrews & Forbes") by Ronald O. Perelman, Chairman of the Board of the Company. See "Security Ownership of Certain Beneficial Holders." Health Care has informed the Company that it will vote in favor of the approval of the Plan of Merger, the election of the nominees to the Board of Directors identified herein, the ratification of the selection of KPMG Peat Marwick as the Company's independent auditors for 1994 and the adoption of the 1994 Option Plan.

PROPOSED REORGANIZATION

GENERAL

The Board of Directors of the Company has unanimously approved, and recommended that the stockholders approve, a proposed corporate reorganization pursuant to the Plan of Merger. The reorganization will create a parent holding company and convert the Company's outstanding common stock into common stock of the new holding company on a share-for-share basis. The affirmative vote of a majority of the outstanding shares of the Company's common stock is required for approval of the Plan of Merger.

THE BOARD OF DIRECTORS OF THE COMPANY RECOMMENDS THAT STOCKHOLDERS VOTE FOR APPROVAL OF THE PLAN OF MERGER.

THE COMPANY AND NHL HOLDINGS

The Company is one of the leading clinical laboratory companies in the United States. Through a national network of laboratories, the Company offers a broad range of testing services used by the medical profession in the diagnosis, monitoring and treatment of disease. The Company's principal executive offices are located at 4225 Executive Square, Suite 800, La Jolla, California 92037, and its telephone number is (619) 550-0600.

NHL Holdings, a newly formed, wholly owned subsidiary of the Company, was organized under the laws of the State of Delaware specifically for the purpose of becoming the new parent holding company in the reorganization. Its executive offices are located at the Company's principal executive offices referred to above. NHL Holdings has newly formed a wholly owned subsidiary, NHL Sub Acquisition Corp. ("NHL Acquisition"), specifically to effect the reorganization. Neither NHL Holdings nor NHL Acquisition has any significant assets or capitalization nor has engaged in any business or prior activities other than in connection with the reorganization. The formation of the holding company structure will be accomplished through the merger of NHL Acquisition with and into the Company, at which time the outstanding common stock of the Company will be deemed converted into common stock of NHL Holdings on a share-for-share basis. The form of the Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.

If the Plan of Merger is approved by the stockholders and not terminated by the Board of Directors of NHL Holdings, the reorganization will become effective at the close of business on the date that an appropriate certificate of merger is filed with the Delaware Secretary of State as required by Delaware law. The Company anticipates that the reorganization will become effective promptly following the annual meeting.

Immediately following the effective time of the reorganization, NHL Holdings will have the same consolidated assets, liabilities and stockholders' equity and the same directors and executive officers as the Company had immediately prior to such date. In addition, there will be no change in the state of incorporation from the Company to NHL Holdings since both companies are Delaware corporations with substantially identical certificates of incorporation and By-laws. NHL Holdings expects to continue the Company's current quarterly dividend policy.

TERMS OF REORGANIZATION; CONDITIONS TO CONSUMMATION OF THE REORGANIZATION

Pursuant to the Plan of Merger:

(i) NHL Acquisition will be merged into the Company, with the Company being the surviving corporation.

(ii) Except as set forth in paragraph (iv) below, each outstanding share of the Company's common stock will be changed and converted into one share of common stock of NHL Holdings.

(iii) The outstanding shares of common stock of NHL Acquisition will be changed and converted into the shares of the surviving corporation.

(iv) The outstanding shares of NHL Holdings' common stock and the Company's common stock held by the Company prior to the time the reorganization is effected will be cancelled.

As a result of the foregoing, the Company, as the surviving corporation in the merger, will become a subsidiary of NHL Holdings, and all the common stock of NHL Holdings outstanding immediately after the merger will be owned by the former common stockholders of the Company. The Company will continue to own all outstanding stock of its existing subsidiaries.

As of the effective time of the reorganization, the stockholders of the Company prior to the effective time will automatically become owners of NHL Holdings' common stock and, as of the effective time, will cease to be owners of the Company's common stock. Stock certificates representing shares of the Company's common stock will, at the effective time, automatically represent shares of NHL Holdings' common stock. Stockholders of the Company's common stock will not be required to exchange their stock certificates as a result of the reorganization. Should a stockholder desire to sell shares of NHL Holdings' common stock after the effective time, delivery of the stock certificate or certificates which previously represented shares of the Company's common stock will be sufficient.

Following the reorganization, certificates bearing the name of NHL Holdings will be issued in the normal course upon surrender of outstanding Company common stock certificates for transfer or exchange. If any stockholder surrenders a certificate representing shares of the Company's common stock for exchange or transfer and the new certificate to be issued is to be issued in a name other than that appearing on the surrendered certificate theretofore representing the Company's common stock, it will be a condition to such exchange or transfer that the surrendered certificate be properly endorsed and otherwise be in proper form for transfer and that the person requesting such exchange or transfer either (i) pay NHL Holdings or its agents any taxes or other governmental charges required by reason of the issuance of a certificate registered in a name other than that appearing on the surrendered certificate or (ii) establish to the satisfaction of NHL Holdings or its agents that such taxes or other governmental charges have been paid.

The reorganization will not be consummated unless the following conditions are satisfied: (i) approval of the Plan of Merger by the requisite vote of stockholders of the Company; (ii) receipt of an opinion of Cravath, Swaine & Moore, counsel to NHL Holdings and the Company, with respect to the federal income tax consequences of the reorganization; and (iii) effectiveness of the Registration Statement covering the shares of NHL Holdings' common stock to be used in connection with the reorganization.

REASONS FOR REORGANIZATION

The Company has considered and continues to consider acquisitions of laboratory companies of varying sizes, although there are currently no definitive plans with respect to any acquisition. In that connection, the agent under the Company's existing revolving credit facility suggested that a holding company structure would provide a greater degree of flexibility in structuring financings, and thereby permit borrowing from banks, other financial institutions or from the securities markets more readily and on more favorable terms than presently available to the Company. NHL Holdings could borrow funds directly and contribute them to the Company, securing such borrowings with a pledge of all the capital stock of the Company. Alternatively, NHL Holdings could guarantee borrowings made by the Company with such a pledge. Moreover, following the reorganization, NHL Holdings may create an intermediate holding company between itself and the Company which could borrow funds from financial institutions or in the securities markets, similarly providing the foregoing advantages and freeing NHL Holdings from any constraints that would be imposed as a condition to such borrowings. This holding company structure also would provide more flexibility in that companies could be acquired directly by NHL Holdings rather than through the Company, and thereby remain independent of the Company's present operations and free from any constraints on the Company imposed by credit agreements or otherwise.

AMENDMENT OR TERMINATION

The Company, NHL Holdings and NHL Acquisition, by action of their respective Boards of Directors, may amend, modify or supplement the Plan of Merger at any time before or after its approval by the stockholders of the Company. After such approval, no such amendment, modification or supplement may be made or effected that by law requires further approval by such stockholders without the further approval of such stockholders.

The Plan of Merger provides that it may be terminated, and the reorganization abandoned, at any time, whether before or after stockholder approval of the Plan of Merger, by action of the Board of Directors of NHL Holdings.

FEDERAL INCOME TAX CONSEQUENCES

The Company and NHL Holdings have been advised by their counsel, Cravath, Swaine & Moore, New York, New York, that, in their opinion, for United States federal income tax purposes, assuming that the reorganization will take place as described in the Plan of Merger:

(i) No gain or loss will be recognized by the Company, NHL Holdings or the stockholders of the Company upon the conversion or exchange of the Company's common stock for NHL Holdings' common stock pursuant to the Plan of Merger.

(ii) The tax basis of NHL Holdings' common stock received by the Company's stockholders pursuant to the Plan of Merger will be the same as their tax basis in the Company's common stock converted or exchanged.

(iii) The holding period of NHL Holdings' common stock to be received by the Company's stockholders in connection with the Plan of Merger will include the period during which the Company's common stock being converted or exchanged was held, provided that the Company's common stock is held as a capital asset in the hands of the stockholder at the effective time.

Although it is not anticipated that state or local income tax consequences to stockholders will vary substantially from the federal income tax consequences described above, stockholders of the Company are urged to consult with their own tax advisors with respect thereto, as well as with respect to any foreign taxes applicable to foreign stockholders.

NEW YORK STOCK EXCHANGE LISTING

The Company expects that the common stock of NHL Holdings will be approved for listing on the NYSE under the same symbol ("NH") as the Company's common stock. At the effective time of the reorganization, the Company's common stock will cease to be listed on the NYSE. As a practical matter, current owners of the Company's common stock will continue to be able to sell their shares of the Company's common stock (or, after the effective time, NHL Holdings' common stock) on the NYSE without interruption.

STOCK OPTION PLANS

If the reorganization is consummated, the Company's stock option plans (including, if approved, the 1994 Option Plan) will be amended if necessary to cover any eligible employees of NHL Holdings and its subsidiaries and to provide that NHL Holdings' common stock will thereafter be issued by NHL Holdings upon exercise of any options issued thereunder. Stockholder approval of the reorganization constitutes approval of NHL's assumption of the obligations of the Company under the stock option plans. The retirement and other employee benefit plans of the Company will be similarly revised or amended, as necessary.

REGULATORY APPROVALS

The consummation of the transactions described herein do not require the approval of, or compliance with rules promulgated by, any federal or state regulatory authority.

APPRAISAL RIGHTS

Pursuant to Section 262 of the Delaware General Corporation Law, the stockholders of the Company will not have appraisal rights with regard to the reorganization.

DIVIDENDS

Quarterly dividends on NHL Holdings' common stock are expected to be paid on approximately the same terms and dates as currently applicable to dividends on the Company's common stock. Future dividends on NHL Holdings' common stock will depend upon the earnings, financial conditions and other factors of NHL Holdings and its subsidiaries. The quarterly dividend most recently declared by the Board of Directors of the Company was $0.08 per share, payable on April 26, 1994 to holders of record of the Company's common stock on April 5, 1994.

DIRECTORS AND EXECUTIVE OFFICERS

The Board of Directors of NHL Holdings, upon the effectiveness of the reorganization, is to consist of those persons who, at the effective time of the reorganization, are serving as directors of the Company, each to have the term of office for which he or she was elected or appointed. NHL Holdings' executive officers are now, and upon the effectiveness of the reorganization are expected to be, the same as those persons who are presently employed as executive officers of the Company.

CERTIFICATE OF INCORPORATION AND BY-LAWS OF NHL HOLDINGS

The Certificate of Incorporation and By-laws of NHL Holdings have been prepared in accordance with the Delaware General Corporation Law and do not differ in any material respect from the Restated Certificate of Incorporation and By-laws of the Company. The Company's certificate of incorporation and By-laws are included in the materials incorporated by reference in this Proxy Statement/Prospectus and NHL Holdings' certificate of incorporation and By-laws are included as exhibits to the Registration Statement of which this Proxy Statement/Prospectus forms a part.

As of the effective time of the reorganization, Article FOURTH of the Company's certificate of incorporation will be amended so that the authorized number of shares which the Company may issue will be one thousand (1,000).

DESCRIPTION OF NHL HOLDINGS' CAPITAL STOCK

There are no material differences between the terms of the capital stock of NHL Holdings and the capital stock of the Company. After the effective time of the reorganization, the number of shares of NHL Holdings' common stock outstanding will equal the number of shares of the Company's common stock outstanding immediately prior to the effective time. Following the effective time, NHL Holdings will also have the same number of shares of preferred stock authorized (with none being outstanding) as will be the case with respect to the Company immediately prior to the effective time.

All shares of NHL Holdings' common stock will participate equally with respect to dividends and rank equally upon liquidation, subject to the rights of holders of any prior ranking stock which may be subsequently authorized and issued. In the event of liquidation, dissolution or winding up of NHL Holdings, the owners of its common stock are entitled to receive pro rata the assets and funds of NHL Holdings remaining after satisfaction of all creditors of NHL Holdings and payment of all amounts to which owners of prior ranking stock, if any, then outstanding may be entitled. Each share of NHL Holdings' common stock is entitled to one vote.

The Transfer Agent and Registrar for NHL Holdings' common stock will be the same as is presently serving in such capacity for the Company's common stock: American Stock Transfer & Trust Co.

LEGAL OPINIONS

The legality of the shares of common stock of NHL Holdings being issued will be passed upon by Cravath, Swaine & Moore, Worldwide Plaza, 825 Eighth Avenue, New York, New York.

ELECTION OF DIRECTORS

All the Company's directors will be elected at the annual meeting to serve until the next succeeding annual meeting of the Company and until their successors are elected and shall have qualified. All the below listed nominees are currently members of the Board of Directors and, except as herein stated, the proxies solicited hereby will be voted FOR the election of such nominees. All nominees, if elected, are expected to serve until the next succeeding annual meeting. Directors of the Company will be elected by a plurality vote of the outstanding shares of Company common stock present in person or represented by proxy at the annual meeting. Under applicable Delaware law, in tabulating the vote, broker non-votes will be disregarded and have no effect on the outcome of the vote.

The Board has been informed that all persons listed below are willing to serve as directors, but if any of them should decline or be unable to act as a director, the individuals named in the proxies will vote for the election of such other person or persons as they, in their discretion, may choose. The Board has no reason to believe that any such nominees will be unable or unwilling to serve.

THE COMPANY RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE ELECTION OF EACH OF THE BELOW LISTED NOMINEES FOR DIRECTOR.

NOMINEES FOR ELECTION AS DIRECTORS

The name, age, principal occupation for the last five years, selected biographical information and period of service as a director of the Company of each director are set forth below.

RONALD O. PERELMAN (51) has been Chairman of the Board and Director of the Company since 1988. Mr. Perelman has been Chairman of the Board and Chief Executive Officer of MacAndrews & Forbes for more than the past five years. Mr. Perelman also is Chairman of the Board of Andrews Group Incorporated ("Andrews Group"), Consolidated Cigar Corporation ("Consolidated Cigar"), New World Communications Group Incorporated ("New World Communications"), Mafco Worldwide Corporation ("Mafco Worldwide"), Marvel Entertainment Group, Inc. ("Marvel"), Revlon Consumer Products Corporation ("Revlon Products") and SCI Television, Inc. Mr. Perelman is a director of the following corporations which file reports pursuant to the Securities Exchange Act of 1934: Andrews Group, The Coleman Company, Inc. ("Coleman"), Coleman Holdings Inc., Coleman Worldwide Corporation, Consolidated Cigar, Mafco Worldwide, Marvel, Marvel Holdings Inc. ("Marvel Holdings"), Marvel (Parent) Holdings Inc. ("Marvel Parent"), Marvel III Holdings Inc. ("Marvel III"), Revlon Products, Revlon Worldwide Corporation and SCI Television, Inc.

SAUL J. FARBER, M.D. (76) has been a Director of the Company since 1988. He has been Chairman of the Department of Medicine of the New York University School of Medicine since 1966; Frederick H. King Professor of Medicine since 1978 and Dean of the School of Medicine since 1987.

HOWARD GITTIS (60) has been a Director of the Company since 1988. He has been Vice Chairman and a Director of MacAndrews & Forbes and various affiliates since 1985. Mr. Gittis also is a Director of Andrews Group, Consolidated Cigar, Mafco Worldwide, Revlon Products, Revlon Worldwide, Jones Apparel Group, Inc. and Loral Corporation.

ANN DIBBLE JORDAN (59) has been a Director of the Company since 1990. She is a consultant and was previously Field Work Assistant Professor, School of Social Service Administration, University of Chicago from 1970 to 1987. Ms. Jordan also is a Director of Johnson & Johnson Corporation, Capital Cities--ABC, Inc., Primerica, Inc., Salant Corp., The Hechinger Company and Automatic Data Processing, Inc.

JAMES R. MAHER (44) has been President, Chief Executive Officer and a Director of the Company since December 1992. Mr. Maher was Vice Chairman of The First Boston Corporation from 1990 to 1992 and Managing Director of The First Boston Corporation since 1982. Mr. Maher also is a director of First Brands Corporation.

DAVID J. MAHONEY (70) has been a Director of the Company since 1988. He has been President of David Mahoney Ventures since 1983 and was Chairman of Norton Simon, Inc. for more than five years prior to 1983. Mr. Mahoney also is a Director of NYNEX Corporation, The Dreyfus Corporation and Bionaire Inc.

PAUL A. MARKS, M.D. (67) has been a Director of the Company since 1991. He has been President and Chief Executive Officer of Memorial Sloan-Kettering Cancer Center since 1980. He has been a Professor of Medicine at Cornell University Medical College since 1982 and a Professor at Cornell University Graduate School of Medical Sciences since 1983. He is a member of the National Academy of Sciences and American Academy of Arts and Sciences. Dr. Marks also is a Director of Pfizer, Inc., several Dreyfus Mutual Funds, Life Technologies, Inc. and Tularik, Inc.

LINDA GOSDEN ROBINSON (41) has been a Director of the Company since 1990. She has been President and Chief Executive Officer of Robinson, Lake, Lerer & Montgomery/Sawyer Miller Group since 1986 and was Senior Vice President, Corporate Affairs, of Warner Cable Communications, Inc. from 1983 to 1986. Ms. Robinson also is a Director of Bozell, Jacobs, Kenyon & Eckhardt, Inc. and the Coro Foundation. She is a Trustee of New York University Medical Center.

SAMUEL O. THIER, M.D. (56) has been a Director of the Company since 1992. He has been President of Brandeis University since 1991 and, commencing June 1, 1994, Dr. Thier will become President and Chief Executive Officer of Massachusetts General Hospital. Dr. Thier was President of the Institute of Medicine of the National Academy of Sciences from 1985 to 1991. From 1966 to 1985 Dr. Thier served on the faculties of the medical schools at Harvard University, University of Pennsylvania and Yale University. At Yale University, Dr. Thier was Chairman of the Department of Internal Medicine from 1975 through 1985.

BOARD OF DIRECTORS AND ITS COMMITTEES

The Board of Directors has an Executive Committee, an Audit Committee, an Employee Benefits Committee, an Ethics and Quality Assurance Committee and a Nominating Committee.

The Executive Committee consists of Messrs. Perelman, Gittis and Maher. The Executive Committee may exercise all the powers and authority of the Board, except as otherwise provided under the corporation law of Delaware. The Audit Committee, consisting of Dr. Farber, Ms. Jordan and Dr. Marks, makes recommendations to the Board regarding the engagement of the Company's independent auditors, reviews the plan, scope and results of the audit, reviews with the auditors and management the Company's policies and procedures with respect to internal accounting and financial controls and reviews changes in accounting policy and the scope of the non-audit services which may be performed by the Company's independent auditors. The Ethics and Quality Assurance Committee consists of Mr. Gittis, Dr. Farber and Ms. Jordan. The Ethics and Quality Assurance Committee will be responsible to ensure that the Company adopts and implements procedures that require the Company's employees to act in accordance with high ethical standards and deliver high quality services. The Ethics and Quality Assurance Committee was formed in February 1994 and did not meet in 1993. The Employee Benefits Committee, consisting of Dr. Farber, Messrs. Gittis and Mahoney, Ms. Robinson and Dr. Thier, makes recommendations to the Board regarding compensation, benefits and incentive arrangements for officers and other key managerial employees of the Company. The Employee Benefits Committee may consider and recommend awards of options to purchase shares of common stock pursuant to the Company's 1988 Stock Option Plan and, subject to stockholder approval as discussed herein, the 1994 Option Plan. The Nominating Committee, consisting of Mr. Perelman, Ms. Jordan, Ms.

Robinson and Dr. Thier, makes recommendations to the Board regarding the qualifications for directors and procedures for identifying possible nominees. The Nominating Committee also reviews the performance of current directors and evaluates the appropriate size and composition of the Board.

During 1993, the Board of Directors held nine meetings and the Executive Committee held six meetings. In 1993, the Board of Directors acted once by unanimous written consent of all members thereof and the Executive Committee acted 16 times by unanimous written consent of all members thereof, each in accordance with the Company's by-laws and the corporation law of Delaware. The Employee Benefits Committee held six meetings and acted once by unanimous written consent, the Audit Committee held seven meetings and the Nominating Committee held one meeting in 1993. During 1993 no director attended fewer than 75% of the meetings of the board and the committees of which he or she is a member.

COMPENSATION OF DIRECTORS

Directors who are not currently receiving compensation as officers or employees of the Company or any of its affiliates are paid an annual $25,000 retainer fee, payable in monthly installments, and a fee of $1,000 for each meeting of the Board of Directors or any committee thereof they attend.

EXECUTIVE COMPENSATION

The compensation paid by the Company to its Chief Executive Officer and each of the Company's four most highly compensated executive officers for services during the year ended December 31, 1993 was as follows:

Summary Compensation Table

		Annual Compensation		Long Term Compensation Awards	
Name and Principal Position	Year	Salary($)(a)	Bonuse($)(b)	Options/ SARs (#)	All Other Compensation ($)(c)
James R. Maher - President and Chief Executive Officer	1993	$ 1,000,000	$ 500,000	0	$29,136
	1992	$ 34,616	$1,662,500	300,000	
	1991	-	-	-	$ 0
David C. Flaugh - Senior Executive Vice President and Chief Operating Officer	1993	507,683	400,000	125,000	13,865
	1992	267,117	265,000	0	9,287
	1991	248,655	400,000	16,500	-
Timothy J. Brodnik - Executive Vice President	1993	325,000	262,500	50,000	11,334
	1992	238,046	243,800	0	10,007
	1991	217,497	284,000	11,500	-
W. David Slaunwhite, Ph.D. - Executive Vice President	1993	324,615	282,500	50,000	11,397
	1992	267,117	265,000	0	94,644
	1991	247,501	470,000	16,500	-
Bernard E. Statland, M.D., Ph.D. - Executive Vice President	1993	457,500	252,500	50,000	17,219
	1992	386,243	365,000	0	15,482
	1991	366,340	390,000	16,500	-

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(a) Includes salary paid or accrued for each indicated year.

(b) Includes bonus accrued or paid for each indicated year and other payments made pursuant to employment agreements. The 1992 amount for Mr. Maher represents the value, on the date of grant, of 100,000 shares of the Company's common stock granted in 1992.

(c) Reflects the following: (i) relocation expenses in 1993 for Mr. Maher of $14,001 and in 1992 for Dr. Slaunwhite of $84,365; (ii) life insurance premiums of $8,060 in 1993 for Mr. Maher, $6,790 in 1993 and $3,414 in 1992 for Mr. Flaugh, $4,259 in 1993 and $3,141 in 1992 for Mr. Brodnik, $4,322 in 1993 and $3,413 in 1992 for Dr. Slaunwhite and $10,144 in 1993 and $8,616 in 1992 for Dr. Statland; (iii) 401(a) and (k) contributions in 1993 of $7,075 for each of such individuals named in the table and in 1992 $5,873 for Mr. Flaugh and $6,866 for each of Mr. Brodnik, Dr. Slaunwhite and Dr. Statland.

COMPENSATION PLANS AND ARRANGEMENTS

The Company has an employment agreement with Mr. Maher which provides for his employment as President and Chief Executive Officer of the Company through December 31, 1995 at an annual salary of $1,000,000 and an annual year-end retention bonus of $500,000. In addition, Mr. Maher is eligible to receive an additional bonus as may be awarded at the sole discretion of the Board of Directors or the Employee Benefits Committee. If the employment agreement with Mr. Maher is terminated by the Company without cause or by Mr. Maher for certain specified reasons (for example, assignment of duties inconsistent with his position as Chief Executive Officer, reduction in base salary or bonus, or relocation) or upon a Change of Control of the Company, the Company will be required to pay Mr. Maher in a lump sum the base salary and annual bonus payable for the remaining term of the agreement or, if such termination occurs on or after December 31, 1993, $3,000,000. For this purpose, a "change in control" is deemed to occur if Mr. Perelman ceases beneficially to own 5% or more of the combined voting power of the Company's then outstanding securities.

The Company has an amended employment agreement with Mr. Flaugh which provides for Mr. Flaugh to be employed through December 31, 1995 at a base salary of $500,000 per annum, an annual year-end retention bonus equal to 50% of base salary and discretionary bonuses each year to be determined in light of his and the Company's performance, with a one year period of non-competition following termination of employment. Mr. Flaugh is entitled to receive a $150,000 lump sum payment in December 1994 if he is then employed by the Company.

The Company has amended employment agreements with Mr. Brodnik, Dr. Statland and Dr. Slaunwhite which provide for them to be employed through December 31, 1996, December 31, 1995 and December 31, 1996, respectively, at a base salary of $325,000 per annum, an annual year-end retention bonus equal to 50% of base salary and discretionary bonuses each year to be determined in light of each individual's and the Company's performance, with a one year period of non-competition following termination of employment. Pursuant to the employment agreements, Mr. Brodnik, Dr. Statland and Dr. Slaunwhite are entitled to receive lump sum payments of $100,000, $90,000 and $120,000, respectively, in December 1994, in each case only if the executive is then employed by the Company. In addition, Dr. Statland is employed by the Company as Chairman of the Company's Board of Scientific Advisors at a base salary of $132,500 per annum. The Company has an employment agreement with Mr. Jeub which provides for Mr. Jeub to be employed as Executive Vice President and Chief Financial Officer of the Company through June 30, 1995 at a base salary of $250,000 per annum through the end of the term and an annual guaranteed retention bonus equal to 50% of the base salary.

RETIREMENT BENEFITS AND SAVINGS PLAN.

The following table sets forth the estimated annual retirement benefits payable at age 65 to persons retiring with the indicated average direct compensation and years of credited service, on a straight life annuity basis after Social Security offset, under the Company's Employees' Retirement Plan, as supplemented by the Company's Pension Equalization Plan.

Pension Plan Table

Five year average Compensation (1)	10 Years(2)	15 Years(2)	20 Years(2)	25 Years(2)	30 Years(2)
$ 50,000	$ 6,932	$ 10,398	$ 13,864	$ 17,330	$ 20,796
100,000	16,283	24,425	32,567	40,709	48,851
150,000	25,643	38,465	51,287	64,109	76,931
200,000	35,003	52,505	70,006	87,508	105,011
250,000	44,363	66,545	88,726	110,908	133,091
300,000	53,723	80,585	107,446	134,308	161,171

(1) Highest consecutive five year average base compensation during final ten years. Compensation considered for this five year average is reflected in the Summary Compensation Table under the heading "salary." Under the Equalization Plan, a maximum of $300,000 final average compensation is considered for benefit calculation. No bonuses are considered.

(2) Under the plans, the normal form of benefit for an unmarried participant is a life annuity with a guaranteed minimum payment of ten years. Payments in other optional forms, including the 50% joint and survivor normal form for married participants, are actuarially equivalent to the normal form for an unmarried participant. The above table is determined with regard to a life only form of payment; thus, payment using a ten year guarantee would produce a lower annual benefit.

The Retirement Plan, which is intended to qualify under Section 401 of the Internal Revenue Code of 1986, as amended (the "Code"), is a defined benefit pension plan designed to provide an employee having 30 years of credited service with an annuity equal to 52% of final average compensation less 50% of estimated individual Social Security benefits. Credited service is defined generally as all periods of employment with National Health Laboratories Incorporated, a participating subsidiary or with Revlon prior to 1992, after attainment of age 21 and completion of one year of service. Final average compensation is defined as average annual base salary during the five consecutive calendar years in which base salary was highest out of the last ten years prior to normal retirement age or earlier termination. The Employment Retirement Income Security Act of 1974, as amended, places certain maximum limitations upon the annual benefit payable under all qualified plans of an employer to any one individual. Such limitation for defined benefit pension plans was $115,641 for 1993 (except to the extent a larger benefit had accrued as of December 31, 1982) and $118,800 for 1994, and will be subject to cost of living adjustments for future years. In addition, the Tax Reform Act of 1986 limits the amount of compensation that can be considered in determining the level of benefits under qualified plans. The applicable limit is adjusted annually; for 1993 the limit was $235,840 and for 1994 is reduced to $150,000 due to provisions of the Omnibus Budget Reconciliation Act of 1993. The Company believes that, with respect to certain employees, annual retirement benefits computed in accordance with the Retirement Plan's benefit formula may be greater than such qualified plan limitation. The Company's non-qualified, unfunded, Equalization Plan is designed to provide for the payment of the difference, if any, between the

amount of such maximum limitation and the annual benefit that would be payable under the Retirement Plan but for such limitation.

As of December 31,1993, credited years of service under the retirement plans for the following individuals are for Mr. Maher-none, Mr. Flaugh-21 years, Dr. Slaunwhite-11 years, Dr. Statland-1 year and Mr. Brodnik-20 years.

EMPLOYEE BENEFITS COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Employee Benefits Committee of the Board of Directors (the "Committee") is comprised of Saul J. Farber, M.D., Howard Gittis, David J. Mahoney, Linda Gosden Robinson and Samuel O. Thier, M.D. The Committee's duties include determination of the Company's compensation and benefit policies and practices for executive officers and key managerial employees. The Committee also considers and awards options to purchase shares of the Company's common stock pursuant to the Company's 1988 Stock Option Plan and the 1994 Option Plan, subject to stockholder approval. In accordance with rules established by the Commission, the Company is required to provide certain data and information in regard to the compensation provided to the Company's Chief Executive Officer and the four other most highly compensated executive officers. The Committee has prepared the following report for inclusion in this Proxy Statement/Prospectus.

Compensation Policies. The Company's current compensation arrangements for senior executives are significantly affected by the Company's long history as a private company until the 1988 initial public offering, after which an Employee Benefits Committee was established. The overall compensation program for officers historically emphasized a strong base salary position in relation to competitive practice and a competitive annual bonus opportunity dependent upon the operating income performance of the corporation. In contrast to the Company's highly competitive cash compensation policy, the Company did not offer long-term incentive opportunities as an executive compensation element until 1989 when the first stock option awards were made. The Committee understands that the combination of strongly competitive cash compensation and modest use of long-term incentives is typical of private companies with professional management leadership and this historical approach continued to influence the Company's programs as a public company from 1989 into 1992. Late in 1992, with the appointment of James R. Maher as President and Chief Executive Officer, the Company's compensation philosophy changed to make a greater portion of executive compensation dependent on the Company's long-term stock performance.

The option grant and stock award approved in December 1992 by the Committee for Mr. Maher reflected a shift in the Company's compensation philosophy. This was followed early in 1993 by an award of stock options to the next four most highly compensated officers. In 1993, the Committee also granted options in varying amounts to 133 other senior and mid-level managers. The option awards at all levels of management is a part of the Committee's desire to make a growing and more significant portion of senior executive compensation directly dependent on the Company's long term share price appreciation. The number of options granted in 1993 to each of the four senior executives named in the cash compensation table were determined considering the Corporation's relatively low historical option grants, the Committee's desire to make a greater proportion of the senior executives' compensation equity-based, an analysis of the potential value of the options over the term of the option and a review of option grants at the peer companies listed in the stock performance graph.

In 1992, after consultations with Mr. Maher, the Committee decided to raise the senior executive base salary levels and to restructure the annual bonus opportunity as the combination of a cash year-end retention bonus equal to 50% of base salary and a performance bonus opportunity. The general effect of these salary and bonus actions was to set the overall cash compensation opportunity for senior executives at or below 1992 levels, while strengthening the retentive elements of the compensation package. When these arrangements were established it was anticipated that the performance bonus would be based on achieving operating income growth and the contribution of each senior executive as evaluated by the Chief Executive Officer and approved by the Committee.

The Committee believes that each of the four most highly compensated senior executives of the Company have demonstrated superior performance in 1993 during a difficult period for the Company in the aftermath of the government settlement and the general uncertainty in the medical services marketplace. Notwithstanding such performance, however, given industry conditions and the effects of the changes in the industry on the Company's results, the Committee believes that it would not be appropriate to award any discretionary bonus above the year end retention bonus nor to increase any compensation levels for senior executives at this time.

Compensation of Chief Executive Officer. The compensation arrangement with the Company's President and Chief Executive Officer was entered into in December 1992. At that time, the Committee considered the salary and incentive pay levels at public companies whose financial characteristics and market capitalization are similar to the Company and whose workforce skills requirements and customer base are similar. The Committee also considered the Company's circumstances and special leadership challenges in the aftermath of the settlement with the federal government. In the Committee's judgment, these circumstances required stable new direction at the chief executive officer level to help ensure sustained quality of the Company's services and continued employee commitment to the Company's objectives.

Based on these considerations and the Company's strategic direction for executive compensation, it was determined to provide a cash compensation arrangement for the Chief Executive consisting of an annual salary of $1 million, a year-end retention bonus of $500,000 for each year of the contract term and an annual discretionary performance bonus opportunity. The Committee also determined that it was important to structure the Chief Executive Officer's total compensation package to reflect the policy of creating strong financial incentives for executive officers to achieve a high level of long term shareholder return. Accordingly, the Chief Executive Officer was awarded 100,000 shares of the Company's common stock and granted options to purchase 300,000 shares at the then fair market value of the shares, which options vest during the term of the three year contract. The Committee views the common stock and stock option awards as the primary means by which the Chief Executive Officer would be rewarded for the Company's business success and believes it is important for the Chief Executive Officer to maintain and increase his equity interest in the Company. The annual discretionary bonus opportunity was adopted as a special recognition vehicle appropriate for years in which the Company achieves superior performance as measured against industry results for growth in operating income and revenues. The Committee decided that with respect to 1993, Mr. Maher, like the other senior executives, would receive no discretionary cash bonus in excess of his year end retention bonus.

Limit on Deductibility of Compensation. The Omnibus Budget Reconciliation Act of 1993 ("OBRA") limits the tax deductibility of compensation paid to the chief executive officer and each of the four highest paid employees of public companies to $1 million for fiscal years beginning on or after January 1, 1994. Certain types of compensation, however, including qualifying performance-based compensation and compensation arrangements entered into prior to February 17, 1993 are excluded from the limitation. The Company's general policy is to preserve the tax deductibility of compensation paid to its executive officers. OBRA recognizes stock option plans as performance-based if such plans meet certain requirements. The Company's 1994 Option Plan that will be voted upon at the annual meeting of stockholders is structured to meet the requirements of OBRA. In future years, the Compensation Committee will consider taking such steps as it deems necessary to qualify compensation so as not to be subject to the limit on deductibility.

The Employee Benefits Committee
Saul J. Farber
Howard Gittis
David J. Mahoney
Linda Gosden Robinson
Samuel O. Thier, M.D.

COMMON STOCK PERFORMANCE

The Commission requires a five-year comparison of stock performance for the Company with stock performance of appropriate similar companies. The Company's common stock is traded on the NYSE. Set forth below is a line graph comparing the yearly percentage change in the cumulative total shareholder return on the Company's common stock and the cumulative total return on the S&P Composite-500 Stock Index and a peer group of companies. The peer group of companies includes eighteen companies selected by the Company. Two of these are medical service laboratories like the Company - Nichols Institute and Unilab Corporation. (Other direct competitors of the Company are subsidiaries of much larger diversified corporations which were not believed appropriate to be peer companies.) The remaining fifteen companies are all publicly traded medical service and medical supply companies with sales ranging from $400 million to $1.6 billion - Continental Medical Systems, Inc., Universal Health Services, Inc., Charter Medical Corporation, Columbia Hospital Corporation, Allergan, Inc., C. R. Bard, Inc., Pall Corporation, Thermo Electron Corporation, United States Surgical Corporation, Bausch & Lomb Incorporated, Millipore Corporation, Amsco International, Inc., Beckman Instruments, Inc., FHP International Corporation and Fisher Scientific International, Inc. (Damon Corporation which had been included in the Company's peer group in the 1993 Proxy Statement is no longer a public company and is therefore not included in the peer group.)

COMPARISON OF FIVE YEAR CUMULATIVE TOTAL RETURN*
AMONG NATIONAL HEALTH LABORATORIES, THE S & P 500 INDEX AND A PEER GROUP
(IN DOLLARS)

	1989	1990	1991	1992	1993
National Health Laboratories....	156	153	410	255	208
Peer Group.....	126	144	258	235	207
S & P 500.....	132	128	166	179	197

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* $100 INVESTED ON 12/31/88 IN STOCK OR INDEX --
INCLUDING REINVESTMENT OF DIVIDENDS.
FISCAL YEAR ENDING DECEMBER 31.

EMPLOYEE BENEFITS COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The members of the Employee Benefits Committee are Saul J. Farber, M.D., Howard Gittis, David J. Mahoney, Linda Gosden Robinson and Samuel O. Thier, M.D. No member of the Employee Benefits Committee is an officer or employee of the Company.

Certain Director Relationships. Robinson, Lake, Lerer & Montgomery/Sawyer Miller Group, the corporate communications firm of which Ms. Robinson is President and Chief Executive Officer performs corporate communications services for MacAndrews & Forbes and its affiliates, including the Company. The amount of compensation paid to Robinson, Lake for services to the Company in 1993 was $180,705. On September 17, 1993, the Company purchased 66% of the common stock of a newly-formed corporation, Health Partners, Inc. ("Health Partners"). Ms. Robinson purchased 2% of the common stock of Health Partners and, in connection with such purchase, entered into a consulting agreement with Health Partners. A portion of Ms. Robinson's common stock is held in escrow by Health Partners subject to vesting during the term of her consulting agreement. Ms. Robinson currently receives no cash compensation for her consulting services to Health Partners. In January 1993, the Company entered into an agreement with Macalester Partners Ltd. ("Macalester"), a corporation in which Ms. Robinson is a stockholder, pursuant to which Macalester will provide consulting services to the Company in identifying investment opportunities for the Company in the health care sector. The agreement with Macalester was terminated as of September 7, 1993 in connection with the formation of Health Partners Inc. For its services, the Company paid Macalester $525,000 in 1993. Ms. Robinson is the wife of a consultant to MacAndrews & Forbes who receives $250,000 per annum for his services to MacAndrews & Forbes.

Ms. Jordan is the wife of a director of a subsidiary of MacAndrews & Forbes who is a partner in a law firm that has on a regular basis in the past provided services and that continues to provide services to MacAndrews & Forbes and its affiliates, including the Company. The amount of fees and disbursements charged to the Company for services performed by such firm in 1993 was approximately $31,000.

Dr. Farber is on the Company's Scientific Advisory board and is paid $15,000 per annum for such services.

STOCK OPTION TRANSACTIONS IN 1993

During 1993, the following grants were made under the 1988 Stock Option Plan for the executive officers named in the Summary Compensation Table:

Option/SAR Grants in 1993

	Individual Grants				Grant Date Value
Name	Number of Securities Underlying Options/SARs Granted(a)	Percent of Total Options/ SARs Granted to Employees in 1993	Exercise or Base Price ($/Sh)	Expiration Date	Grant Date Present Value $(b)
James R. Maher	0	0%	--	--	--
David C. Flaugh	125,000	15	$16.63	1/18/03	$1,005,000
Timothy J. Brodnik	50,000	6	16.63	1/18/03	402,000
W. David Slaunwhite, Ph.D.	50,000	6	16.63	1/18/03	402,000
Bernard E. Statland, M.D., Ph.D.	50,000	6	16.63	1/18/03	402,000

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(a) No tandem SARs were granted in 1993.

(b) Valuation based upon the Black-Scholes option pricing model assuming a volatility of .41 (based on the weekly closing stock prices from January 1, 1992 to January 5, 1993; a risk free interest rate of 5.9% (the asking yield on the 10-year U.S. Treasury Strip maturing February 2003); a dividend yield of 1.87% (the annualized dividends at time of grant divided by the exercise or base price). The valuation assumptions have made no adjustments for non-transferability.

For each grant of non-qualified options made in 1993, the exercise price was equivalent to the fair market price per share on the date of grant. One third of the option's shares of common stock vested on the date of grant and one third vests on each of the first and second anniversaries of such date, subject to their earlier expiration or termination.

The following chart shows, for 1993, the number of stock options exercised and the 1993 year-end value of the options held by the executive officers named in the Summary Compensation Table:

Aggregated Option/SAR Exercises in 1993
and Year End 1993 Option/SAR Values

Name	Shares Acquired on Exercise (#)	Value Realized ($)	Number of Securities Underlying Unexercised Options/SARs at Year End Exercisable/ Unexercisable	Value of Unexercised In-the-Money Options/SARs at Year End ($)(a) Exercisable/ Unexercisable
James R. Maher	0	$0	200,000	$0
			100,000	0
David C. Flaugh	0	0	58,167	0
			83,333	0
Timothy J. Brodnik	0	0	28,167	0
			33,333	0
W. David Slaunwhite, Ph.D.	0	0	33,167	0
			33,333	0
Bernard E. Statland, M.D., Ph.D.	0	0	33,167	0
			33,333	0

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(a) Calculated using actual December 31, 1993 closing price per common share on the NYSE Composite Tape of $14.25

RATIFICATION OF INDEPENDENT AUDITORS

The Audit Committee and the Board of Directors has selected, subject to ratification by the stockholders, KPMG Peat Marwick to audit the accounts of the Corporation for the fiscal year ending December 31, 1994. The ratification of the selection of KPMG Peat Marwick will require the affirmative vote of the holders of a majority of the outstanding shares of common stock present in person or represented by proxy at the annual meeting and entitled to vote. Under applicable Delaware law, in determining whether the proposal has received the requisite number of affirmative votes, abstentions and broker non-votes will be counted and will have the same effect as a vote against the proposal.

KPMG Peat Marwick has audited the consolidated financial statements of the Corporation for more than the past five years. For 1993, KPMG Peat Marwick's audit fees totalled approximately $175,000. KPMG Peat Marwick

representatives will be present at the annual meeting with the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

THE COMPANY RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE RATIFICATION OF THE SELECTION OF KPMG PEAT MARWICK AS THE COMPANY'S INDEPENDENT AUDITORS.

1994 OPTION PLAN

The Company's Board proposes that the stockholders approve the 1994 Option Plan approved by the Employee Benefits Committee on February 10, 1994 and by the Company's Board on February 15, 1994, subject to the approval of the Company's stockholders. The approval of the 1994 Option Plan requires the affirmative vote of the holders of a majority of the outstanding shares of the Company's common stock. Following the reorganization, NHL Holdings will assume all obligations under the 1994 Option Plan. See "Proposed Reorganization-Stock Option Plans".

The Company has heretofore granted all the 2.5 million shares which were available under its 1988 Stock Option Plan.

The following paragraphs summarize the principal features of the 1994 Option Plan. This summary is subject, in all respects, to the terms of the 1994 Option Plan. The Company will provide promptly, upon written request and without charge, a copy of the full text of the 1994 Option Plan to each person to whom a copy of this proxy statement is delivered. Requests should be directed to: National Health Laboratories Incorporated, 4225 Executive Square, Suite 800, La Jolla, California 92037, Attention: Stockholder Relations.

Subject to certain modifications required by changes in law and regulation, the Company's 1994 Option Plan is substantially identical to its 1988 Stock Option Plan. The 1994 Option Plan will be administered by the Employee Benefits Committee appointed by the Company's Board of Directors. During the ten-year period ending on the tenth anniversary of the adoption of the 1994 Option Plan, the Employee Benefits Committee will have authority, subject to the terms of the 1994 Option Plan, to determine when and to whom to make grants under the plan, the number of shares to be covered by the grants, the types and terms of options and SARs granted and the exercise price of the shares of common stock covered by options and SARs, and to prescribe, amend and rescind rules and regulations relating to the 1994 Option Plan.

The Company's Board of Directors may amend or terminate the 1994 Option Plan at any time except that, unless approved (at a meeting held within 12 months before or after the date of such amendment) by a majority of the voting shares of common stock of the Company, no such amendment may (i) increase the maximum number of shares as to which options may be granted under the 1994 Option Plan, except for adjustments to reflect stock dividends or other recapitalizations affecting the number or kind of outstanding shares, (ii) change the requirements as to eligibility for participation in the 1994 Option Plan or (iii) otherwise materially change the 1994 Option Plan.

Under the terms of the 1994 Option Plan, incentive stock options ("ISOs") within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended (the "Code"), non-qualified stock options ("NQSOs"), and SARs may be granted by the Employee Benefits Committee in its discretion to key employees (including officers and directors who are employees) of the Company and any of its affiliates, except that ISOs may be granted only to employees of the Company and its parent company and any subsidiary corporation. Due to the provision of the plan which permits awards in the discretion of the Employee Benefits Committee, it is not possible to determine how many employees of the Company and its affiliates may be eligible for grants of options and SARs. The 1994 Option Plan generally provides that no individual employee may be granted options or SARs representing an aggregate of more than 750,000 shares of the Company's common stock. The aggregate number of shares of common stock as to which options and SARs may be granted under the 1994 Option Plan will not exceed 3,000,000.

The aggregate fair market value, as defined in the 1994 Option Plan and determined as of the date of grant of an ISO, of common stock with respect to which ISOs granted under the 1994 Option Plan and all other option plans of the Company and its parent company first become exercisable during any calendar year may not exceed $100,000 for any employee. The foregoing limitation does not apply to NQSOs.

Initially, each ISO will be exercisable over a period, determined by the Employee Benefits Committee in its discretion, but not to exceed ten years from the date of grant, as required by the Code. In addition, in the case of an ISO granted to an individual who, at the time such ISO is granted, owns shares possessing more than ten percent of the total combined voting power of all classes of stock of the Company (a "Ten Percent Stockholder"), the exercise period for an ISO may not exceed five years from the date of grant. In the case of NQSOs, the exercise period will in all cases be determined by the Employee Benefits Committee. Options may be exercised during the option period at such times, in such amount, in accordance with such terms and conditions, and subject to such restrictions, as are set forth in the option agreement evidencing the grant of such options.

The exercise price of an ISO or a NQSO ("Option Price") may not be less than one hundred percent (100%) of the fair market value of the shares of the common stock on the date of grant, except that, in the case of an ISO granted to a Ten Percent Stockholder, such Option Price may not be less than one hundred ten percent (110%) of such fair market value. The Option Price of, and the number of shares covered by, each option will not change during the life of the option, except for adjustments to reflect stock dividends, splits, other recapitalizations or reclassifications or changes affecting the number or kind of outstanding shares.

The shares of common stock purchased upon the exercise of an option are to be paid for in cash (including cash that may be received from the Company at the time of exercise as additional compensation) or through the delivery of other shares of the common stock with a value equal to the total Option Price or in a combination of cash and such shares, or with money lent by the Company to the optionee in compliance with applicable law and on terms and conditions to be determined by the Company.

No option may be transferred by an optionee during his lifetime. If the employment of an optionee terminates for any reason (other than by reason of death, disability or retirement) the optionee may, within the three-month period following such termination, exercise such options to the extent he was entitled to exercise such options at the date of termination. If an optionee dies while employed (or within three months after termination of employment) or terminates employment by reason of disability or retirement, all previously granted options (whether or not then exercisable), may, unless earlier terminated in accordance with their terms, be exercised by the person or persons to whom the optionee's rights pass within one year after the optionee's death or by the optionee within one year after the optionee's disability or retirement.

The Employee Benefits Committee may also grant SARs either alone ("Free Standing Rights") or in conjunction with all or part of an option ("Related Rights"). Upon the exercise of a SAR, a holder is entitled, without payment to the Company, to receive cash, unrestricted shares of common stock or any combination thereof, as determined by the Employee Benefits Committee, in an amount equal to the excess of the fair market value of one share of common stock over the exercise price per share specified in the related option (or in the case of a Free Standing Right, the price per share specified in such right), multiplied by the number of shares in respect of which the SAR is exercised.

The Company is required to charge earnings at the close of each accounting period during which the SARs are outstanding. The charge will be equal to the amount by which the fair market value of the shares of stock subject to the SARs exceeds the price for which the SARs may be exercised, less the tax deduction to which the Company may be entitled if the SARs were exercised and less any portion of such amount charged to earnings in prior periods. In the event that the stock subject to the SARs has depreciated in market value since the last accounting period, there will be a credit to earnings.

The exercisability of options and Related Rights will be accelerated upon a Change in Control of the Company (as defined in the 1994 Option Plan). (The proposed reorganization discussed herein will not constitute such a Change in Control of the Company.) If the exercisability of an option or SAR is so accelerated, payments made with respect to such option or SAR may constitute an "excess parachute payment" that is not deductible by the Company in whole or in part under Section 280G of the Code. Such acceleration may also subject the holder of such option or SAR to a 20% federal excise tax under Section 4999 of the Code on all or a portion of the value conferred on such holder by reason of the Change in Control. Option agreements may provide that the Company will reimburse such holder for the full amount of any such excise tax imposed.

THE COMPANY RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE APPROVAL OF THE ADOPTION OF THE 1994 OPTION PLAN.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL HOLDERS

The following table sets forth as of March 25, 1994, the total number of shares of common stock beneficially owned, and the percent so owned, by each director of the Company who is a beneficial owner of any shares of common stock, by each person known to the Company to be the beneficial owner of more than 5% of the outstanding common stock, by the officers named in the summary compensation table and by all directors and officers as a group. The number of shares owned are those "beneficially owned," as determined under the rules of the Commission, and such information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which a person has sole or shared voting power or investment power and any shares of common stock which the person has the right to acquire within 60 days through the exercise of any option, warrant or right, through conversion of any security, or pursuant to the automatic termination of power of attorney or revocation of trust, discretionary account or similar arrangement.

	Amount and Nature of Beneficial Ownership	Percent of Class
Ronald O. Perelman 35 East 62nd Street New York, NY 10021	20,176,729(1)	24%
Oppenheimer Group, Inc. Oppenheimer Tower World Financial Center New York, NY 10281	11,329,357	13
GEICO Corporation GEICO Plaza Washington, D.C. 20076	5,500,000	6
ESL Partners, L.P. LBP Associates, L.P. 115 East Putnam Avenue Greenwich, CT 06830	4,653,400	5
Howard Gittis 35 East 62nd Street New York, NY 10021	46,000(2)	*

	Amount and Nature of Beneficial Ownership	Percent of Class
James R. Maher 4225 Executive Square La Jolla, CA 92037	390,000(3)	*
Paul A. Marks, M.D. 1275 York Avenue New York, NY 10021	3,000	*
David C. Flaugh	136,736(3)	*
Timothy J. Brodnik	69,833(3)	*
William D. Slaunwhite, M.D.	74,833(3)	*
Bernard E. Statland, M.D., Ph.D.	58,166(3)	*
Saul J. Farber, M.D.	0	0
Ann Dibble Jordan	0	0
David J. Mahoney	0	0
Linda Gosden Robinson	0	0
Samuel O. Thier, M.D.	0	0
All directors and executive officers as a group (18 persons)	21,231,463(3)	25%

- ----------

* Less than 1%

(1) All such shares of common stock are owned by Mr. Perelman through MacAndrews & Forbes. Of the shares owned, approximately 12.7 million shares have been pledged to secure indebtedness.

(2) Includes 3,000 shares owned by Mr. Gittis' spouse as to which he disclaims beneficial ownership.

(3) Beneficial ownership by officers of the Company includes shares of common stock which such officers have right to acquire upon the exercise of options which either are vested or which may vest within 60 days. The number of shares of common stock included in the table as beneficially owned which are subject to such options is as follows: Mr. Maher - 250,000; Mr. Flaugh - 133,166; Mr. Brodnik - 69,833; Dr. Slaunwhite - 74,833; Dr. Statland - 58,166; all directors and executive officers as a group - 862,164.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Tax Allocation Arrangement. The Company was included in the consolidated federal income tax returns, and in certain state income tax returns, of Mafco, M&F Holdings, Revlon Group Incorporated and Revlon Holdings Inc., formerly known as Revlon Inc. As a result of the reduction of MacAndrews & Forbes' ownership interest in the Company on May 7, 1991, the Company is no longer a member of the Mafco consolidated tax group. For periods subsequent to May 7, 1991, the Company files its own separate federal, state and local income tax returns. Nevertheless, the Company will remain obligated to pay to M&F Holdings (or other members of the consolidated group of which M&F Holdings is a member) any income taxes the Company would have had to pay (in excess of those which it has already paid) if it had filed separate income tax returns for taxable periods beginning on or after January 1, 1985 (but computed without regard to (i) the effect of timing differences (i.e., the liability or benefit that otherwise could be deferred will be, instead, includible in the determination of current taxable income) and (ii) any gain recognized on the sale of any asset not in the ordinary course of business). In addition, despite the reduction of MacAndrews & Forbes' indirect ownership of the Company, the Company will continue to be subject under existing federal regulations to several liability for the consolidated federal income taxes for any consolidated return year in which it was a member of any consolidated group of which

Mafco, M&F Holdings, Revlon Group or Revlon was the common parent. However, Mafco, M&F Holdings, Revlon Group and Revlon have agreed to indemnify the Company for any federal income tax liability (or any similar state or local income tax liability) of Mafco, M&F Holdings, Revlon Group, Revlon or any of their subsidiaries (other than that which is attributable to the Company or any of its subsidiaries) that the Company could be required to pay.

Registration Rights Agreement. The Company entered into a Registration Rights Agreement with Health Care pursuant to which the Company will be obligated, upon the request of Health Care, to file registration statements ("demand registration statements") from time to time with the Commission covering the sale of any shares of common stock owned by Health Care. Such demand registration statements may also cover the resale from time to time of any shares of common stock that Health Care may purchase in the open market at a time when it is deemed to be an affiliate (as such term is defined under Rule 144 under the Securities Act of 1933, as amended), and certain securities issued in connection with a combination of shares, recapitalization, reclassification, merger or consolidation, or other pro rata distribution. Health Care will also have the right to include such common stock and other securities in any registration statement filed by the Company for the underwritten public offering of shares of common stock (whether or not for the Company's account), subject to certain reductions in the amount of such common stock and securities if the managing underwriters of such offering determine that the inclusion thereof would materially interfere with the offering. The Company agreed not to effect any public or private sale, distribution or purchase of any of its securities which are the same as or similar to the securities covered by any demand registration statement during the 15-day period prior to, and during the 45-day period beginning on, the closing date of each underwritten offering under such registration statement and Health Care agreed to a similar restriction with respect to underwritten offerings by the Company. Health Care's rights under the Registration Rights Agreement are transferable.

STOCKHOLDER PROPOSALS

Under the rules and regulations of the Commission as currently in effect, any holder of at least $1,000 in market value of common stock who desires to have a proposal presented in the Company's (or, if the reorganization is consummated, NHL Holdings') proxy material for use in connection with the Annual Meeting of Stockholders to be held in 1995 must transmit that proposal (along with his name, address, the number of shares of common stock that he holds of record or beneficially, the dates upon which the securities were acquired and documentary support for a claim of beneficial ownership) in writing as set forth below. Proposals of stockholders intended to be presented at the next annual meeting must be received by the Secretary, National Health Laboratories Incorporated (or, if the reorganization is consummated, National Health Laboratories Holdings, Inc.), 4225 Executive Square, Suite 800, La Jolla, California 92037, not later than November 11, 1994.

Holders of common stock desiring to have proposals submitted for consideration at future meetings of the stockholders should consult the applicable rules and regulations of the Commission with respect to such proposals, including the permissible number and length of proposals and other matters governed by such rules and regulations.

OTHER BUSINESS

The Company knows of no other matters which may come before the annual meeting. However, if any such matters properly come before the annual meeting, the individuals named in the proxies will vote on such matters in accordance with their best judgment.

March ( ), 1994

By Order of the Board of Directors
Alvin Ezrin
Secretary

EXHIBIT A
(Draft--3/9/94)

AGREEMENT AND PLAN OF MERGER dated as of March ( ), 1994, among NATIONAL HEALTH LABORATORIES HOLDINGS INC., a Delaware corporation ("Parent"), NHL SUB ACQUISITION CORP., a Delaware corporation ("Sub") and a wholly owned subsidiary of Parent, and NATIONAL HEALTH LABORATORIES INCORPORATED, a Delaware corporation (the "Company").

WHEREAS the respective Boards of Directors of Parent, Sub and the Company have approved the merger of Sub into the Company (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement, whereby each issued and outstanding share of common stock, par value $.01 per share, of the Company ("Company Common Stock"), other than shares owned directly or indirectly by Parent or the Company, will be converted into the right to receive common stock, par value $.01 per share, of Parent ("Parent Common Stock");

WHEREAS the Merger requires the approval of the holders of a majority of the outstanding shares of the Company Common Stock entitled to vote thereon at the meeting of holders of Company Common Stock to be called therefor (the "Company Stockholder Approval"); and

WHEREAS, for Federal income tax purposes, it is intended that the Merger shall qualify as a reorganization under the provisions of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code");

NOW, THEREFORE, the parties agree as follows:

ARTICLE I

The Merger

SECTION 1.01. The Merger. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the Delaware General Corporation Law (the "DGCL"), Sub shall be merged with and into the Company at the Effective Time of the Merger (as defined in Section 1.03). Following the Effective Time of the Merger, the separate corporate existence of Sub shall cease and the Company shall continue as the surviving corporation (the "Surviving Corporation") and shall succeed to and assume all the rights and obligations of Sub in accordance with the DGCL.

SECTION 1.02. Closing. The closing of the Merger (the "Closing") will take place at 10:00 a.m. on a date to be specified by the parties (the "Closing Date"), which shall be no later than the second business day after satisfaction of the conditions set forth in Section 4.01, at the offices of Cravath, Swaine & Moore, Worldwide Plaza, 825 Eighth Avenue, New York, New York 10019, unless another date or place is agreed to in writing by the parties hereto.

SECTION 1.03. Effective Time. Subject to the provisions of this Agreement, as soon as practicable following the satisfaction or waiver of the conditions set forth in Section 4.01, the parties shall file a certificate of merger or other appropriate documents (in any such case, the "Certificate of Merger") executed in accordance with the relevant provisions of the DGCL and shall make all other filings or recordings required under the DGCL. The Merger shall become effective at such time as the Certificate of Merger is duly filed with the Delaware Secretary of State, or at such other time as Sub and the Company shall agree should be specified in the Certificate of Merger (the time the Merger becomes effective being hereinafter referred to as the "Effective Time of the Merger").

SECTION 1.04. Effects of the Merger. The Merger shall have the effects set forth in Section 259 of the DGCL.

SECTION 1.05. Certificate of Incorporation and By-laws. (a) The certificate of incorporation of the Company, as in effect immediately prior to the Effective Time of the Merger, shall be amended as of the Effective Time of the Merger so that Article FOURTH of such certificate of incorporation reads in its entirety as follows: "The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of Common Stock each having a par value of $1.00 per share." and, as so amended, such certificate of incorporation shall be the certificate of incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law.

(b) The by-laws of the Company as in effect at the Effective Time of the Merger shall be the by-laws of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law.

SECTION 1.06. Directors. The directors of the Company at the Effective Time of the Merger shall be the directors of the Surviving Corporation, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

SECTION 1.07. Officers. The officers of the Company at the Effective Time of the Merger shall be the officers of the Surviving Corporation, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

ARTICLE II

Effect of the Merger on the Capital Stock of the Constituent Corporations; Exchange of Certificates

SECTION 2.01. Effect on Capital Stock. As of the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder of any shares of Company Common Stock or any shares of capital stock of Sub:

(a) Capital Stock of Sub. Each issued and outstanding share of capital stock of Sub shall be converted into and become one fully paid and nonassessable share of Common Stock, par value $.01 per share, of the Surviving Corporation.

(b) Cancellation of Treasury Stock and Company-Owned Stock. Each share of Company Common Stock and each share of Parent Common Stock that is owned by the Company or its subsidiaries shall automatically be cancelled and retired and shall cease to exist, and no Parent Common Stock or other consideration shall be delivered in exchange for such Company Common Stock.

(c) Conversion of Company Common Stock. Each issued and outstanding share of Company Common Stock (other than shares to be cancelled in accordance with Section 2.01(b)) shall be converted into the right to receive one fully paid and nonassessable share of Parent Common Stock. As of the Effective Time of the Merger, all such shares of Company Common Stock shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist, and each holder of a certificate representing any such shares of Company Common Stock shall cease to have any rights with respect thereto, except the right to receive the shares of Parent Common Stock to be issued in consideration therefor upon surrender of such certificate in accordance with Section 2.02, without interest.

SECTION 2.02. Exchange of Certificates. (a) Stock Certificate. Following the Effective Time of the Merger, each holder of an outstanding certificate or certificates theretofore representing shares of Company Common Stock may, but shall not be required to, surrender the same to Parent for cancellation or transfer, and each such holder or transferee will be entitled to receive certificates representing the same number of shares of Parent Common Stock as the shares of Company Common Stock previously represented by the stock certificates surrendered. If any certificate representing shares of Parent Common Stock is to be issued in a name other than that in which the certificate theretofore representing Company Common Stock surrendered is registered, it shall be a condition to such issuance that the certificate surrendered shall be properly endorsed and otherwise in proper form for transfer and that the person requesting such issuance shall either:

(i) pay Parent or its agents any taxes or other governmental charges required by reason of the issuance of certificates representing shares of Parent Common Stock in a name other than that of the registered holder of the certificate so surrendered; or

(ii) establish to the satisfaction of Parent or its agents that such taxes or governmental charges have been paid.

Until so surrendered or presented for transfer each outstanding certificate which, prior to the Effective Time, represented Company Common Stock shall be deemed and treated for all corporate purposes to represent the ownership of the same number of shares of Parent Common Stock as though such surrender or transfer and exchange had taken place.

(b) No Further Ownership Rights in Company Common Stock. All shares of Parent Common Stock issued upon the surrender for exchange of Certificates in accordance with the terms of this Article II shall be deemed to have been issued (and paid) in full satisfaction of all rights pertaining to the shares of Company Common Stock theretofore represented by such Certificates, subject, however, to the Surviving Corporation's obligation to pay any dividends or make any other distributions with a record date prior to the Effective Time of the Merger which may have been declared or made by the Company on such shares of Company Common Stock in accordance with the terms of this Agreement or prior to the date of this Agreement and which remain unpaid at the Effective Time of the Merger, and there shall be no further registration of transfers on the stock transfer books of the Surviving Corporation of the shares of Company Common Stock which were outstanding immediately prior to the Effective Time of the Merger. If, after the Effective Time of the Merger, Certificates are presented to the Surviving Corporation they shall be cancelled and exchanged as provided in this Article II, except as otherwise provided by law.

ARTICLE III

Additional Agreements

SECTION 3.01. Affiliates and Certain Stockholders. (a) Prior to the Closing Date, the Company shall deliver to Parent a letter identifying all persons who are, at the time the Merger is submitted for approval to the stockholders of the Company, "affiliates" of the Company for purposes of Rule 145 under the Securities Act of 1933, as amended (the "Securities Act"). The Company shall use its best efforts to cause each such person to deliver to Parent on or prior to the Closing Date a written agreement substantially in the form attached as Schedule A hereto.

(b) The Company shall deliver to Parent on the date of the

proxy statement relating to the Company Stockholder Approval (such proxy statement, as amended or supplemented from time to time, the "Proxy Statement") and on the Closing Date letters, in each case dated as of such respective dates and identifying all persons who are, as of such respective dates, beneficial owners of five percent or more of the Company Common Stock. The Company shall use its best efforts to cause each such person to deliver to counsel to Parent and to the Company on the date of the Proxy Statement and on the Closing Date written agreements, in each case dated as of such respective dates and substantially in the form attached as Schedule B hereto.

ARTICLE IV

Conditions Precedent

SECTION 4.01. Conditions to Each Party's Obligation To Effect the Merger. The respective obligation of each party to effect the Merger is subject to the satisfaction or waiver on or prior to the Closing Date of the following conditions:

(a) Stockholder Approval. The Company Stockholder Approval shall have been obtained.

(b) Form S-4. The registration statement on Form S-4 to be filed with the Securities and Exchange Commission by Parent in connection with the issuance of Parent Common Stock in the Merger shall have become effective under the Securities Act and shall not be the subject of any stop order or proceedings seeking a stop order.

(c) Tax Opinions. The Company shall have received from Cravath, Swaine & Moore, counsel to the Company, on the date of the Proxy Statement and on the Closing Date an opinion, in each case based on the representations of Company provided to such counsel, dated as of such respective dates and stating that the Merger will be treated for Federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code and that Parent, Sub and the Company will each be a party to that reorganization within the meaning of Section 368(b) of the Code.

ARTICLE V

Termination, Amendment and Waiver

SECTION 5.01. Termination. This Agreement may be terminated at any time prior to the Effective Time of the Merger, whether before or after approval by the stockholders of the Company of matters presented in connection with the Merger, by Parent.

SECTION 5.02. Effect of Termination. In the event of termination of this Agreement as provided in Section 5.01, this Agreement shall forthwith become void and have no effect, without any liability or obligation on the part of Parent, Sub or the Company, other than the provisions of this Section 5.02 and Article VI.

SECTION 5.03. Amendment. This Agreement may be amended by the parties at any time before or after any required approval of matters presented in connection with the Merger by the stockholders of the Company; provided, however, that after any such approval, there shall be made no amendment that by law requires further approval by such stockholders without the further approval of such stockholders. This Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties.

SECTION 5.04. Waiver. At any time prior to the Effective Time of the Merger, the parties may waive compliance by the other parties with any of the agreements or conditions contained in this Agreement. Any agreement on the part of a party to any such waiver shall be valid only if set forth in an instrument in writing signed on behalf of such party. The failure of any party to this Agreement to assert any of its rights under this Agreement or otherwise shall not constitute a waiver of such rights.

SECTION 5.05. Procedure for Termination, Amendment, Extension or Waiver. A termination of this Agreement pursuant to Section 5.01, an amendment of this Agreement pursuant to Section 5.03 or a waiver pursuant to Section 5.04 shall, in order to be effective, require in the case of Parent, Sub or the Company, action by its Board of Directors or the duly authorized designee of its Board of Directors.

ARTICLE VI

General Provisions

SECTION 6.01. Notices. All notices, requests, claims, demands and other communications under this Agreement shall be in writing and shall be deemed given if delivered personally, telecopied (which is confirmed) or sent by overnight courier (providing proof of delivery) to the parties at the following addresses (or at such other address for a party as shall be specified by like notice):

(a) if to Parent or Sub,

c/o National Health Laboratories Incorporated
4225 Executive Avenue, Suite 800
La Jolla, CA 92037
Telecopy No. (619) 550-0600

Attention: David C. Flaugh, Senior Executive
Vice President and
Chief Operating Officer; and

(b) if to the Company, to

National Health Laboratories Incorporated
4225 Executive Avenue, Suite 800
La Jolla, CA 92037
Telecopy No. (619) 550-0600

Attention: David C. Flaugh, Senior Executive
Vice President and
Chief Operating Officer.

SECTION 6.02. Entire Agreement; No Third-Party Beneficiaries. This Agreement (including the documents and instruments referred to herein) (a) constitutes the entire agreement, and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter of this Agreement and (b) except for the provisions of Article II, are not intended to confer upon any person other than the parties any rights or remedies.

SECTION 6.03. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware, regardless of the laws that might otherwise govern under applicable principles of conflicts of laws thereof.

IN WITNESS WHEREOF, Parent, Sub and the Company have caused this Agreement to be signed by their respective officers thereunto duly authorized, all as of the date first written above.

NATIONAL HEALTH LABORATORIES
HOLDINGS INC.,

by

_____
Name:
Title:

Attest:

_____
Name:
Title:

NHL SUB ACQUISITION CORP.,

by

_____
Name:
Title:

Attest:

_____
Name:
Title:

NATIONAL HEALTH LABORATORIES
INCORPORATED,

by

_____
Name:
Title:

Attest:

_____
Name:
Title:

SCHEDULE A

Form of Company Affiliate Letter

Gentlemen:

The undersigned, a holder of shares of Common Stock, par value $.01 per share ("Company Stock"), of National Health Laboratories Incorporated, a Delaware corporation (the "Company"), is entitled to receive in connection with the merger (the "Merger") of the Company with NHL Sub Acquisition Corp., a Delaware corporation, securities (the "Parent Securities") of National Health Laboratories Holdings Inc., a Delaware corporation ("Parent"). The undersigned acknowledges that the undersigned may be deemed an "affiliate" of the Company within the meaning of Rule 145 ("Rule 145") promulgated under the Securities Act of 1933, as amended (the "Securities Act"), although nothing contained herein should be construed as an admission of such fact.

If in fact the undersigned were an affiliate under the Securities Act, the undersigned's ability to sell, assign or transfer the Parent Securities received by the undersigned in exchange for any shares of Company Stock pursuant to the Merger may be restricted unless such transaction is registered under the Securities Act or an exemption from such registration is available. The undersigned understands that such exemptions are limited and the undersigned has obtained or will obtain advice of counsel as to the nature and conditions of such exemptions, including information with respect to the applicability to the sale of such securities of Rules 144 and 145(d) promulgated under the Securities Act.

The undersigned hereby represents to and covenants with the Company that the undersigned will not sell, assign or transfer any of the Parent Securities received by the undersigned in exchange for shares of Company Stock pursuant to the Merger except (i) pursuant to an effective registration statement under the Securities Act or (ii) in a transaction which, in the opinion of independent counsel reasonably satisfactory to Parent (the reasonable fees of which counsel will be paid by Parent) or as described in a "no-action" or interpretive letter from the Staff of the Securities and Exchange Commission (the "SEC"), is not required to be registered under the Securities Act.

In the event of a sale or other disposition by the undersigned of Parent Securities pursuant to Rule 145, the undersigned will supply Parent with evidence of compliance with such Rule, in the form of a letter in the form of Annex I hereto and the opinion of counsel or no-action letter referred to above.

The undersigned acknowledges and agrees that appropriate legends will be placed on certificates representing Parent Securities received by the undersigned in the Merger or held by a transferee thereof, which legends will be removed by delivery of substitute certificates upon receipt of an opinion in form and substance reasonably satisfactory to Parent from independent counsel reasonably satisfactory to Parent (the reasonable fees of which counsel will be paid by Parent) to the effect that such legends are no longer required for purposes of the Securities Act.

The undersigned acknowledges that (i) the undersigned has carefully read this letter and understands the requirements hereof and the limitations imposed upon the distribution, sale, transfer or other disposition of Parent Securities and (ii) the receipt by Parent of this letter is an inducement and a condition to Parent's obligations to consummate the Merger.

Very truly yours,

Dated:

ANNEX I
TO SCHEDULE A

(Name) (Date)

On , the undersigned sold the securities ("Securities") of National Health Laboratories Holdings Inc. ("Parent") described below in the space provided for that purpose (the "Securities"). The Securities were received by the undersigned in connection with the merger of NHL Sub Acquisition Corp., a subsidiary of Parent, with and into National Health Laboratories Incorporated.

Based upon the most recent report or statement filed by Parent with the Securities and Exchange Commission, the Securities sold by the undersigned were within the prescribed limitations set forth in paragraph (e) of Rule 144 promulgated under the Securities Act of 1933, as amended (the "Securities Act").

The undersigned hereby represents that the Securities were sold in "brokers' transactions" within the meaning of Section 4(4) of the Securities Act or in transactions directly with a "market maker" as that term is defined in Section 3(a)(38) of the Securities Exchange Act of 1934, as amended. The undersigned further represents that the undersigned has not solicited or arranged for the solicitation of orders to buy the Securities, and that the undersigned has not made any payment in connection with the offer or sale of the Securities to any person other than to the broker who executed the order in respect of such sale.

Very truly yours,

(Space to be provided for description of the Securities.)

APPENDIX FOR GRAPHIC AND IMAGE MATERIAL

A line graph representing the data for "Comparison of Five Year Cumulative Total Return" which appears on page 18 of the typeset version of the preceding Proxy Statement/Prospectus has been omitted in this EDGAR submission file due to its incompatibility with the required ASCII format. Pursuant to Rule 304 of Regulation S-T, the information contained in the aforementioned line graph has been fairly and accurately described in narrative and/or tabular form on page 18 of this EDGAR submission file.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 20. Indemnification of Directors and Officers

As authorized by Section 145 of the General Corporation Law of Delaware (the "Delaware Corporation Law"), each director and officer of the Registrant may be indemnified by the Registrant against expenses (including attorney's fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred in connection with the defense or settlement of any threatened, pending or completed legal proceedings in which he is involved by reason of the fact that he is or was a director or officer of the Registrant if he acted in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the Registrant, and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe that his conduct was unlawful. If the legal proceeding, however, is by or in the right of the Registrant, the director or officer may not be indemnified in respect of any claim, issue or matter as to which he shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Registrant unless a court determines otherwise.

Article Fifth of the Certificate of Incorporation of the Registrant, a copy of which is filed as Exhibit 3.1 to this Registration Statement, provides that no director of the Registrant shall be personally liable to the Registrant or its stockholders for monetary damages for any breach of his fiduciary duty as a director; provided, however, that such clause shall not apply to any liability of a director (1) for any breach of his duty of loyalty to the Registrant or its stockholders, (2) for acts or omissions that are not in good faith or involve intentional misconduct or a knowing violation of the law, (3) under Section 174 of the Delaware Corporation Law or (4) for any transaction from which the director derived an improper personal benefit. In addition, Article Sixth of the Certificate of Incorporation and Article Seventh of the By-laws, a copy of which is filed as Exhibit 3.2 hereto, authorize the Registrant to indemnify any person entitled to be indemnified under law to the fullest extent permitted by law.

Item 21. Exhibits and Financial Statement Schedules

(a) Exhibits:

2	Agreement and Plan of Merger among the Registrant, NHL Sub Acquisition Corp. and National Health Laboratories Incorporated ("NHL") (included as Exhibit A to the Proxy Statement/Prospectus (schedules omitted-the Registrant agrees to furnish a copy of any schedules thereto to the Commission upon request))
3.1	Certificate of Incorporation of the Registrant
3.2	By-laws of the Registrant
4.1	Specimen of the Registrant's Common Stock certificate*/
5	Opinion of Cravath, Swaine & Moore regarding legality of securities being issued
8	Opinion of Cravath, Swaine & Moore as to certain tax matters
23.1	Consent of Cravath, Swaine & Moore (included in Exhibits 5 and 8)
23.2	Consent of KPMG Peat Marwick*
24	Powers of Attorney
99	Form of Proxy Card for NHL Common Stock

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*/ To be filed by amendment.

(b) Financial Statement Schedules: Not applicable.

Item 22. Undertakings

(a) As to Rule 415:

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made of the securities registered hereby, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, as amended, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) As to documents subsequently filed that are incorporated by reference:

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, as amended, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) As to indemnification:

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described under Item 15 above, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933, as amended, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933, as amended, and will be governed by the final adjudication of such issue.

(d) The undersigned registrant hereby undertakes:

(1) that prior to any public reoffering of the securities registered hereunder through use of a prospectus which is a part of the registration statement, by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c) under the Securities Act of 1933, as amended, the issuer undertakes that such reoffering prospectus will contain the information called for by the applicable registration form with respect to reofferings by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form; and

(2) that every prospectus (i) that is filed pursuant to paragraph (1) immediately preceding, or (ii) that purports to meet the requirements of Section 10(a)(3) of the Securities Act of 1933, as amended, and is used in connection with an offering of securities subject to Rule 415 under the Securities Act of 1933, as amended, will be filed as a part of an amendment to the registration statement and will not be used until such amendment is effective, and that, for purposes of determining any liability under the Securities Act of 1933, as amended, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(e) The undersigned registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11 or 13 of this Form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

(f) The undersigned registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 14th day of March, 1994.

NATIONAL HEALTH LABORATORIES HOLDINGS INC.,

by /s/ David C. Flaugh

Name: David C. Flaugh
Title: Senior Executive Vice President and Chief Operating Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by or on behalf of the following persons in the capacities and on the dates indicated:

Signature	Title	Date
*		
Ronald O. Perelman	Chairman of the Board and Director	March 14, 1994
*		
James R. Maher	President, Chief Executive Officer and Director (Principal Executive Officer)	March 14, 1994
/s/ Michael Jeub		
Michael Jeub	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	March 14, 1994
*		
Saul J. Farber, M.D.	Director	March 14, 1994
*		
Howard Gittis	Director	March 14, 1994
*		
Ann Dibble Jordan	Director	March 14, 1994
David J. Mahoney	Director	March 14, 1994
*		
Paul A. Marks, M.D.	Director	March 14, 1994
Linda Gosden Robinson	Director	March 14, 1994
*		
Samuel O. Thier, M.D.	Director	March 14, 1994

*By: /s/ Joram C. Salig
Joram C. Salig
Attorney-in-Fact
March 14, 1994

INDEX TO EXHIBITS

Exhibit Number	Exhibit	Sequential Page Number
2	Agreement and Plan of Merger among the Registrant, NHL Sub Acquisition Corp. and National Health Laboratories Incorporated ("NHL") (included as Exhibit A to the Proxy Statement/Prospectus (schedules omitted--the Registrant agrees to furnish a copy of any schedules thereto the Commission upon request))	
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24	Powers of Attorney	
99	Form of Proxy Card for NHL Common Stock	

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*/ To be filed by amendment.

CERTIFICATE OF INCORPORATION
OF
NATIONAL HEALTH LABORATORIES HOLDINGS INC.

FIRST: The name of the corporation is National Health Laboratories Holdings Inc. (hereinafter the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 32 Lockerman Square, Suite L-100, in the City of Dover, County of Kent. The name of its registered agent at that address is The Prentice-Hall Corporation System, Inc.

THIRD: The purposes of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is two hundred thirty million (230,000,000) shares of which two hundred twenty million (220,000,000) shares will be shares of Common Stock each having a par value of $0.01 per share, and ten million (10,000,000) shares will be shares of Preferred Stock each having a par value of $0.10 per share.

The Board of Directors is expressly authorized to provide for the issuance of all or any shares of the Preferred Stock in one or more classes or series, and to fix for each such class or series such voting powers, full or limited, or no voting powers, and such distinctive designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such class or series and as may be permitted by the GCL, including, without limitation, the authority to provide that any such class or series may be (i) subject to redemption at such time or times and at such price or prices; (ii) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (iii) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; or (iv) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, of the Corporation at such price or prices or at such rates of exchange and with such adjustments; all as may be stated in such resolution or resolutions.

FIFTH: The name and mailing address of the Sole Incorporator is as follows:

Deborah M. Reusch
P.O. Box 636
Wilmington, DE 19899

SIXTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-laws of the Corporation. Election of directors need not be by written ballot unless the By-laws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation and any By-laws adopted by the stockholders; provided, however, that no By-laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-laws had not been adopted.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside

the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, the undersigned, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the GCL, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 8th day of March, 1994.

/s/ Deborah M. Reusch

Deborah M. Reusch
Sole Incorporator

EXHIBIT 3.2

BY-LAWS

OF

NATIONAL HEALTH LABORATORIES HOLDINGS INC.
(hereinafter called the "Corporation")

ARTICLE I

MEETINGS OF STOCKHOLDERS

Section 1. Place of Meetings. Meetings of the stockholders for the election of directors or for any other purpose shall be held at such time and place, either within or without the State of Delaware as shall be designated from time to time by the Board of Directors or the Chairman of the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual Meetings. The Annual Meetings of Stockholders shall be held on such date and at such time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, at which meetings the stockholders shall elect by a plurality vote a Board of Directors, and transact such other business as may properly be brought before the meeting. Written notice of the Annual Meeting stating the place, date and hour of the meeting shall be given to each stockholder entitled to vote at such meeting not less than ten nor more than sixty days before the date of the meeting.

Section 3. Special Meetings. Unless otherwise prescribed by law or by the Certificate of Incorporation, Special Meetings of Stockholders, for any purpose or purposes, may be called at any time by the Board of Directors. Written notice of a Special Meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called shall be given not less than ten nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting.

Section 4. Quorum. Except as otherwise provided by law or by the Certificate of Incorporation, the holders of a majority of the capital stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder entitled to vote at the meeting.

Section 5. Voting. Unless otherwise required by law, the Certificate of Incorporation or these By-Laws, any question brought before any meeting of stockholders shall be decided by the vote of the holders of a majority of the stock represented and entitled to vote thereat. Each stockholder represented at a meeting of stockholders shall be entitled to cast one vote for each share of the capital stock entitled to vote thereat held by such stockholder. Such votes may be cast in person or by proxy but no proxy shall be voted on or after three years from its date, unless such proxy provides for a longer period. The Board of Directors, in its discretion, or the officer of the Corporation presiding at a meeting of stockholders, in his discretion, may require that any votes cast at such meeting shall be cast by written ballot.

Section 6. Consent of Stockholders in Lieu of Meeting. Unless otherwise provided in the Certificate of Incorporation, any action required or permitted to be taken at any Annual or Special Meeting of Stockholders of the Corporation, may be taken without a meeting, without prior notice and without a vote, in a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing. In the event that the action which is consented to is such as would have required the filing of a certificate under the General Corporation Law, if such action had been voted on by stockholders at a meeting thereof, the Certificate filed shall state, in lieu of any statement concerning any vote of stockholders, that written consent and written notice has been given as provided in this Section 6.

Section 7. List of Stockholders Entitled to Vote. The officer of the Corporation who has charge of the stock ledger of the Corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open

to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time

thereof, and may be inspected by any stockholder of the Corporation who is present.

Section 8. Stock Ledger. The stock ledger of the Corporation shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list required by Section 7 of this Article I or the books of the Corporation, or to vote in person or by proxy at any meeting of stockholders.

ARTICLE II

DIRECTORS

Section 1. Number and Election of Directors. The Board of Directors shall consist of not less than one nor more than fifteen members, the exact number of which shall be fixed from time to time by the Board of Directors. Except as provided in Section 2 of this Article, directors shall be elected by a plurality of the votes cast at Annual Meetings of Stockholders, and each director so elected shall hold office until the next Annual Meeting and until his successor is duly elected and qualified, or until his earlier resignation or removal. Any director may resign at any time upon notice to the Corporation. Directors need not be stockholders. Nominations for election to the Board of Directors at an annual or special meeting of the stockholders may be made by the Board of Directors or on behalf of the Board of Directors by a nominating committee duly appointed by the Board of Directors, or by a stockholder of the Corporation entitled to vote for the election of directors. All nominations, other than those made by or on behalf of the Board of Directors, shall be made by notice in writing delivered or mailed by first class Untied States mail, postage prepaid, to the Secretary and received by the Secretary not less than sixty nor more than one hundred twenty days prior to the anniversary date of the preceding year's annual meeting, in the case of nominations for election at an annual meeting, and not more than ten days after the date of the Corporations notice of a special meeting, in the case of nominations for election at a special meeting. Such stockholder's notice shall set forth as to each proposed nominee who is not an incumbent director, the name, age, business address and, if known, residence address of such nominee, the principal occupation or employment of such nominee during the preceding five years, the number of shares of stock of the Corporation which are beneficially owned by such nominee, any other information relating to such nominee that would be required to be set forth in a definitive proxy statement filed in connection with a proxy solicitation pursuant to Section 14 of the Securities Exchange Act of 1934, and the written consent of such nominee to being named in the Corporations's proxy statement as a nominee and to serving as a director of the Corporation, if elected; and such stockholder's notice shall set forth as to such stockholder the name and address, as they appear on the Corporation's books, of such stockholder, the number of shares of stock of the Corporation which are beneficially owned by such stockholder, and all other information relating to such stockholder that would be required to be filed with the Securities and Exchange Commission if such stockholder were a participant in a proxy solicitation pursuant to said Section 14. A nomination made otherwise than as provided in this Section 1 shall be null and void and shall not be submitted to a vote of stockholders.

Section 2. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, or until their earlier resignation or removal.

Section 3. Duties and Powers. The business of the Corporation shall be managed by or under the direction of the Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these By-Laws directed or required to be exercised or done by the stockholders.

Section 4. Meetings. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Delaware. Regular meetings of the Board of Directors may be held without notice at such time and at such place as may from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman, if there be one, the President, or any three or more directors. Notice thereof stating the place, date and hour of the meeting shall be given to each director either by mail not less than forty-eight (48) hours before the date of the meeting, by telephone or telegram on twenty-four (24) hours' notice, or on such shorter notice as the person or persons calling such meeting may deem necessary or appropriate in the circumstances.

Section 5. Quorum. Except as may be otherwise specifically provided by law, the Certificate of Incorporation or these By-Laws, at all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 6. Actions of Board. Unless otherwise provided by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all the members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writing are filed with the minutes of proceedings of the Board of Directors or committee.

Section 7. Meeting by Means of Conference Telephone. Unless otherwise provided by the Certificate of Incorporation or these By-Laws, members of the Board of Directors of the Corporation, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 7 shall constitute presence in person at such meeting.

Section 8. Committees. The Board of Directors may, by resolution passed by a majority of the entire Board of Directors, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of any such committee. In the absence or disqualification of a member of a committee, and in the absence of a designation by the Board of Directors of an alternate member to replace the absent or disqualified member, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any absent or disqualified member. Any committee, to the extent allowed by law and provided in the resolution establishing such committee, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation. Each committee shall keep regular minutes and report to the Board of Directors when required.

Section 9. Compensation. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Section 10. Interested Directors. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if (i) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (ii) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (iii) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE III

OFFICERS

Section 1. General. The officers of the Corporation shall be chosen by the Board of Directors and shall be a President and a Secretary. The Board of Directors, in its discretion, may also choose a Chairman of the Board of Directors and a Treasurer and one or more Vice Chairmen (who must be directors) and one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers. Any number of offices may be held by the same person, unless otherwise prohibited by law, the Certificate of Incorporation or these By-Laws. The officers of the Corporation need not be stockholders of the Corporation nor, except in the case of the Chairman of the Board of Directors and any Vice Chairman, need such officers be directors of the Corporation.

Section 2. Election. The Board of Directors at its first meeting held after each Annual Meeting of Stockholders shall elect the officers of the Corporation who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors; and all officers of the Corporation shall hold office until their successors are chosen and qualified, or until their earlier resignation or removal. Any officer elected by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors. The salaries of all officers of the Corporation shall be fixed by the Board of Directors.

Section 3. Voting Securities Owned by the Corporation. Powers

of attorney, proxies, waivers of notice of meeting, consents and other instruments relating to securities owned by the Corporation may be executed in the name of and on behalf of the Corporation by any officer of the Corporation and any such officer may, in the name of and on behalf of the Corporation, take all such action as any such officer may deem advisable to vote in person or by proxy at any meeting of security holders of any corporation in which the Corporation may own securities and at any such meeting shall possess and may exercise any and all rights and power incident to the ownership of such securities and which, as the owner thereof, the Corporation might have exercised and possessed if present. The Board of Directors may, by resolution, from time to time confer like powers upon any other person or persons.

Section 4. Chairman of the Board of Directors. The Chairman of the Board of Directors, if there be one, shall preside at all meetings of the stockholders and of the Board of Directors. Except where by law the signature of the President is required, the Chairman of the Board of Directors shall possess the same power as the President to sign all contracts, certificates and other instruments of the Corporation which may be authorized by the Board of Directors. During the absence or disability of the President, the Chairman of the Board of Directors shall exercise all the powers and discharge all the duties of the President. The Chairman of the Board of Directors shall also perform such other duties and may exercise such other powers as from time to time may be assigned to him by these By-Laws or by the Board of Directors.

Section 5. Vice Chairman. The Vice Chairman of the Board of Directors, if there be one, or the Vice Chairmen, if there be more than one, shall perform such duties and may exercise such other powers as from time to time may be assigned by these By-Laws, the Board of Directors or the Chairman of the Board of Directors. In the absence or disability of the Chairman of the Board of Directors, or if there be none, the Vice Chairman shall preside at meetings of the stockholders and the Board of Directors.

Section 6. President. The President shall, subject to the control of the Board of Directors and, if there be one, the Chairman of the Board of Directors, be the Chief Executive Officer of the Corporation and shall have general supervision of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall execute all bonds, mortgages, contracts and other instruments of the Corporation requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except that the other officers of the Corporation may sign and execute documents when so authorized by these By-Laws, the Board of Directors or the President. In the absence or disability of the Chairman of the Board of Directors, or if there be none, the President shall preside at all meetings of the stockholders and the Board of Directors. The President shall also perform such other duties and may exercise such other powers as from time to time may be assigned to him by these By-Laws or by the Board of Directors.

Section 7. Vice Presidents. At the request of the President or in his absence or in the event of his inability or refusal to act (and if there be no Chairman of the Board of Directors or Vice Chairman of the Board of Directors), the Vice President or the Vice Presidents if there is more than one (in the order designated by the Board of Directors) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Each Vice President shall perform such other duties and have such other powers as the Board of Directors from time to time may prescribe. If there be no Chairman of the Board of Directors, no Vice Chairman of the Board and no Vice President, the Board of Directors shall designate the officer of the Corporation who, in the absence of the President or in the event of the inability or refusal of the President to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 8. Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of stockholders and record all the proceedings thereat in a book or books to be kept for that purpose; the Secretary shall also perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors, the Chairman or Vice Chairman of the Board of Directors or President, under whose supervision he shall be. If the Secretary shall be unable or shall refuse to cause to be given notice of all meetings of the stockholders and special meetings of the Board of Directors, and if there be no Assistant Secretary, then either the Board of Directors, the Chairman or Vice Chairman of the Board of Directors or the President may choose another officer to cause such notice to be given. The Secretary shall have custody of the seal of the Corporation and the Secretary or any Assistant Secretary, if there be one, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the signature of the Secretary or by the signature of any such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his signature. The Secretary shall see that all books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept or filed, as the case may be.

Section 9. Treasurer. The Treasurer, if there be one, shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the

Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairman or Vice Chairman of

the Board of Directors or to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

Section 10. Assistant Secretaries. Except as may be otherwise provided in these By-Laws, Assistant Secretaries, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the Chairman or Vice Chairman of the Board of Directors, the President, any Vice President, if there be one, or the Secretary, and in the absence of the Secretary or in the event of his disability or refusal to act, shall perform the duties of the Secretary, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Secretary.

Section 11. Assistant Treasurers. Assistant Treasurers, if there be any, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors, the Chairman or Vice Chairman of the Board of Directors, the President, any Vice President, if there be one, or the Treasurer, and in the absence of the Treasurer or in the event of his disability or refusal to act, shall perform the duties of the Treasurer, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Treasurer. If required by the Board of Directors, an Assistant Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

Section 12. Other Officers. Such other officers as the Board of Directors may choose shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors. The Board of Directors may delegate to any other officer of the Corporation the power to choose such other officers and to prescribe their respective duties and powers.

ARTICLE IV

STOCK

Section 1. Form of Certificates. Every holder of stock in the Corporation shall be entitled to have a certificate signed, in the name of the Corporation (i) by the Chairman or the Vice Chairman of the Board of Directors, the President or a Vice President and (ii) by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Corporation, certifying the number of shares owned by him in the Corporation.

Section 2. Signatures. Where a certificate is countersigned by (i) a transfer agent other than the Corporation or its employee, or (ii) a registrar other than the Corporation or its employee, any other signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

Section 3. Lost Certificates. The Board of Directors may direct a new certificate to be issued in place of any certificate theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate, or his legal representative, to advertise the same in such manner as the Board of Directors shall require and/or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Section 4. Transfers. Stock of the Corporation shall be transferable in the manner prescribed by law and in these By-Laws. Transfers of stock shall be made on the books of the Corporation only by the person named in the certificate or by his attorney lawfully constituted in writing and upon the surrender of the certificate therefor, which shall be cancelled before a new certificate shall be issued.

Section 5. Record Date. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty days nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may

fix a new record date for the adjourned meeting.

Section 6. Beneficial Owners. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

ARTICLE V

NOTICES

Section 1. Notices. Whenever written notice is required by law, the Certificate of Incorporation or these By-Laws, to be given to any director, member of a committee or stockholder, such notice may be given by mail, addressed to such director, member of a committee or stockholder, at his address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Written notice may also be given personally or by telegram, telex or cable.

Section 2. Waivers of Notice. Whenever any notice is required by law, the Certificate of Incorporation or these By-Laws, to be given to any director, member of a committee or stockholder, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VI

GENERAL PROVISIONS

Section 1. Dividends. Dividends upon the capital stock of the Corporation, subject to the provisions of the Certificate of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, and may be paid in cash, in property, or in shares of the capital stock. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the Board of Directors from time to time, in its absolute discretion, deems proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for any proper purpose, and the Board of Directors may modify or abolish any such reserve.

Section 2. Disbursements. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 4. Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 5. Section 203 Election. The Corporation hereby expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

ARTICLE VII

INDEMNIFICATION

Section 1. Power to Indemnify in Actions, Suits or Proceedings other Than Those by or in the Right of the Corporation. Subject to Section 3 of this Article VII, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Power to Indemnify in Actions, Suits or Proceedings by or in the Right of the Corporation. Subject to Section 3 of this Article VII, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or

suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 3. Authorization of Indemnification. Any indemnification under this Article VII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or Section 2 of this Article VII, as the case may be. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the stockholders. To the extent, however, that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding described above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity of authorization in the specific case.

Section 4. Good Faith Defined. For purposes of any determination under Section 3 of this Article VII, a person shall be deemed to have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, to have had no reasonable cause to believe his conduct was unlawful, if his action is based on the records or books of account of the Corporation or another enterprise, or on information supplied to him by the officers of the Corporation or another enterprise in the course of their duties, or on the advice of legal counsel for the Corporation or another enterprise or on information or records given or reports made to the Corporation or another enterprise by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by the Corporation or another enterprise. The term "another enterprise" as used in this Section 4 shall mean any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise of which such person is or was serving at the request of the Corporation as a director, officer, employee or agent. The provisions of this Section 4 shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in Section 1 or 2 of this Article VII, as the case may be.

Section 5. Indemnification by a Court. Notwithstanding any contrary determination in the specific case under Section 3 of this Article VII, and notwithstanding the absence of any determination thereunder, any director, officer, employee or agent may apply to any court of competent jurisdiction in the State of Delaware for indemnification to the extent otherwise permissible under Section 1 and 2 of this Article VII. The basis of such indemnification by a court shall be a determination by such court that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standards of conduct set forth in Sections 1 or 2 of this Article VII, as the case may be. Neither a contrary determination in the specific case under Section 3 of this Article VII nor the absence of any determination thereunder shall be a defense to such application or create a presumption that the director, officer, employee or agent seeking indemnification has not met any applicable standard of conduct. Notice of any application for indemnification pursuant to this Section 5 shall be given to the Corporation promptly upon the filing of such application. If successful, in whole or in part, the director, officer, employee or agent seeking indemnification shall also be entitled to be paid the expense of prosecuting such application.

Section 6. Expenses Payable in Advance. Expenses incurred in defending or investigating a threatened or pending action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article VII.

Section 7. Nonexclusivity of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by or granted pursuant to this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-law, agreement, contract, vote of stockholders or disinterested directors or pursuant to the direction (howsoever embodied) of any court of competent jurisdiction or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, it being the policy of the Corporation that indemnification of the persons specified in Sections 1 and 2 of this Article VII shall be made to the

fullest extent permitted by law. The provisions of this Article VII shall not be deemed to preclude the indemnification of any person who is not specified in

Section 1 or 2 of this Article VII but whom the Corporation has the power or obligation to indemnify under the provisions of the General Corporation Law of the State of Delaware, or otherwise.

Section 8. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power or the obligation to indemnify him against such liability under the provisions of this Article VII.

Section 9. Certain Definitions. For purposes of this Article VII, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, shall stand in the same position under the provisions of this Article VII with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued. For purposes of this Article VII, references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article VII.

Section 10. Survival of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 11. Limitation on Indemnification. Notwithstanding anything contained in this Article VII to the contrary, except for proceedings to enforce rights to indemnification (which shall be governed by Section 5 hereof), the Corporation shall not be obligated to indemnify any director, officer, employee or agent in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors of the Corporation.

ARTICLE VIII

AMENDMENTS

Section 1. These By-Laws may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted by the stockholders or by the Board of Directors, provided, however, that notice of such alteration, amendment, repeal or adoption of new By-Laws be contained in the notice of such meeting of stockholders or Board of Directors, as the case may be. All such amendments must be approved by either the holders of a majority of the outstanding capital stock entitled to vote thereon or by a majority of the entire Board of Directors then in office.

Section 2. Entire Board of Directors. As used in this Article VIII and in these By-Laws generally, the term "entire Board of Directors" means the total number of directors which the Corporation would have if there were no vacancies.

EXHIBIT 5

(Letterhead of)

CRAVATH, SWAINE & MOORE

March 14, 1994

National Health Laboratories Holdings Inc.
Common Stock $0.01 Par Value

Dear Sirs:

We have acted as counsel for National Health Laboratories Holdings Inc., a Delaware corporation (the "Company"), in connection with the registration on Form S-4 under the Securities Act of 1933 of 84,750,692 shares of the common stock, $0.01 par value per share (the "Shares"), to be offered in connection with the proposed reorganization described in the proxy statement/prospectus forming a part of such registration statement (the "Registration Statement"). In that connection, we have examined such corporate records, certificates and other documents as we have considered necessary or appropriate for purposes of this opinion. In such examination, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies.

Based on such examination, we are of the opinion that (i) the Company has full power and authority under the General Corporation Law of the State of Delaware, under its Certificate of Incorporation and its By-laws to issue the Shares and (ii) the shares are validly authorized and, when issued and exchanged as contemplated in the Registration Statement, will be legally issued, fully paid and nonassessable.

We are aware that we are referred to under the heading "Proposed Reorganization--Legal Opinions" in the proxy statement/prospectus forming a part of the Registration Statement, and we hereby consent to such use of our name therein and the filing of this opinion as Exhibit 5 of the Registration Statement.

Very truly yours,
/s/ Cravath, Swaine & Moore

National Health Laboratories
Holdings Inc.
c/o National Health Laboratories
Incorporated
4225 Executive Square
Suite 800
La Jolla, CA 92037

EXHIBIT 8

(Letterhead of)

CRAVATH, SWAINE & MOORE

March 14, 1994

National Health Laboratories Holdings Inc.
Common Stock $0.01 Par Value

Dear Sirs:

We refer to the Registration Statement on Form S-4 filed by you with the Securities and Exchange Commission on the date hereof (the "Registration Statement") relating to the above referenced Common Stock and the statements made in the proxy statement/prospectus forming a part of the Registration Statement under the heading "Proposed Reorganization--Federal Income Tax Consequences". We confirm that the statements set forth under such heading represent our opinion as to the matters discussed therein.

We are aware that we are referred to under the heading "Proposed Reorganization--Federal Income Tax Consequences" in the proxy statement/prospectus forming a part of the Registration Statement, and we hereby consent to such use of our name therein and the filing of this opinion as Exhibit 8 to the Registration Statement.

Very truly yours,
/s/ Cravath, Swaine & Moore

National Health Laboratories
Holdings Inc.
c/o National Health Laboratories
Incorporated
4225 Executive Square
Suite 800
La Jolla, CA 92037

EXHIBIT 24

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David C. Flaugh, James G. Richmond and Joram C. Salig or any of them, each acting alone, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, in connection with the National Health Laboratories Incorporated (the "Corporation") Registration Statement on Form S-4 under the Securities Act of 1933, as amended, including, without limiting the generality of the foregoing, to sign the Registration Statement in the name and on behalf of the Corporation or on behalf of the undersigned as a director or officer of the Corporation, and any amendments (including post-effective amendments) to the Registration Statement and any instrument, contract, document or other writing, of or in connection with the Registration Statement or amendments thereto, and other documents in connection therewith, including this power of attorney, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, 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, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed these presents this 14th day of March 1994.

/s/ Ronald O. Perelman
Ronald O. Perelman

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David C. Flaugh, James G. Richmond and Joram C. Salig or any of them, each acting alone, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, in connection with the National Health Laboratories Incorporated (the "Corporation") Registration Statement on Form S-4 under the Securities Act of 1933, as amended, including, without limiting the generality of the foregoing, to sign the Registration Statement in the name and on behalf of the Corporation or on behalf of the undersigned as a director or officer of the Corporation, and any amendments (including post-effective amendments) to the Registration Statement and any instrument, contract, document or other writing, of or in connection with the Registration Statement or amendments thereto, and other documents in connection therewith, including this power of attorney, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, 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, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed these presents this 14th day of March 1994.

/s/ James R. Maher
James R. Maher

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David C. Flaugh, James G. Richmond and Joram C. Salig or any of them, each acting alone, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, in connection with the National Health Laboratories Incorporated (the "Corporation") Registration Statement on Form S-4 under the Securities Act of 1933, as amended, including, without limiting the generality of the foregoing, to sign the Registration Statement in the name and on behalf of the Corporation or on behalf of the undersigned as a director or officer of the Corporation, and any amendments (including post-effective amendments) to the Registration Statement and any instrument, contract, document or other writing, of or in connection with the Registration Statement or amendments thereto, and other documents in connection therewith, including this power of attorney, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, 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, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed these presents this 14th day of March 1994.

/s/ Saul J. Farber, M.D.
Saul J. Farber, M.D.

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David C. Flaugh, James G. Richmond and Joram C. Salig or any of them, each acting alone, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, in connection with the National Health Laboratories Incorporated (the "Corporation") Registration Statement on Form S-4 under the Securities Act of 1933, as amended, including, without limiting the generality of the foregoing, to sign the Registration Statement in the name and on behalf of the Corporation or on behalf of the undersigned as a director or officer of the Corporation, and any amendments (including post-effective amendments) to the Registration Statement and any instrument, contract, document or other writing, of or in connection with the Registration Statement or amendments thereto, and other documents in connection therewith, including this power of attorney, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, 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, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed these presents this 14th day of March 1994.

/s/ Howard Gittis
Howard Gittis

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David C. Flaugh, James G. Richmond and Joram C. Salig or any of them, each acting alone, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, in connection with the National Health Laboratories Incorporated (the "Corporation") Registration Statement on Form S-4 under the Securities Act of 1933, as amended, including, without limiting the generality of the foregoing, to sign the Registration Statement in the name and on behalf of the Corporation or on behalf of the undersigned as a director or officer of the Corporation, and any amendments (including post-effective amendments) to the Registration Statement and any instrument, contract, document or other writing, of or in connection with the Registration Statement or amendments thereto, and other documents in connection therewith, including this power of attorney, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, 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, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed these presents this 14th day of March 1994.

/s/ Ann Dibble Jordan
Ann Dibble Jordan

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David C. Flaugh, James G. Richmond and Joram C. Salig or any of them, each acting alone, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, in connection with the National Health Laboratories Incorporated (the "Corporation") Registration Statement on Form S-4 under the Securities Act of 1933, as amended, including, without limiting the generality of the foregoing, to sign the Registration Statement in the name and on behalf of the Corporation or on behalf of the undersigned as a director or officer of the Corporation, and any amendments (including post-effective amendments) to the Registration Statement and any instrument, contract, document or other writing, of or in connection with the Registration Statement or amendments thereto, and other documents in connection therewith, including this power of attorney, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, 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, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed these presents this 14th day of March 1994.

/s/ David J. Mahoney
David J. Mahoney

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David C. Flaugh, James G. Richmond and Joram C. Salig or any of them, each acting alone, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, in connection with the National Health Laboratories Incorporated (the "Corporation") Registration Statement on Form S-4 under the Securities Act of 1933, as amended, including, without limiting the generality of the foregoing, to sign the Registration Statement in the name and on behalf of the Corporation or on behalf of the undersigned as a director or officer of the Corporation, and any amendments (including post-effective amendments) to the Registration Statement and any instrument, contract, document or other writing, of or in connection with the Registration Statement or amendments thereto, and other documents in connection therewith, including this power of attorney, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, 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, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed these presents this 9th day of March 1994.

/s/ Paul A. Marks, M.D.
Paul A. Marks, M.D.

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David C. Flaugh, James G. Richmond and Joram C. Salig or any of them, each acting alone, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, in connection with the National Health Laboratories Incorporated (the "Corporation") Registration Statement on Form S-4 under the Securities Act of 1933, as amended, including, without limiting the generality of the foregoing, to sign the Registration Statement in the name and on behalf of the Corporation or on behalf of the undersigned as a director or officer of the Corporation, and any amendments (including post-effective amendments) to the Registration Statement and any instrument, contract, document or other writing, of or in connection with the Registration Statement or amendments thereto, and other documents in connection therewith, including this power of attorney, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, 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, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed these presents this 14th day of March 1994.

/s/ Linda Gosden Robinson
Linda Gosden Robinson

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of David C. Flaugh, James G. Richmond and Joram C. Salig or any of them, each acting alone, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, in connection with the National Health Laboratories Incorporated (the "Corporation") Registration Statement on Form S-4 under the Securities Act of 1933, as amended, including, without limiting the generality of the foregoing, to sign the Registration Statement in the name and on behalf of the Corporation or on behalf of the undersigned as a director or officer of the Corporation, and any amendments (including post-effective amendments) to the Registration Statement and any instrument, contract, document or other writing, of or in connection with the Registration Statement or amendments thereto, and other documents in connection therewith, including this power of attorney, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, 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, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed these presents this 10th day of March 1994.

/s/ Samuel O. Thier, M.D.
Samuel O. Thier, M.D.

NATIONAL HEALTH LABORATORIES INCORPORATED

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints James G. Richmond, David C. Flaugh and Joram C. Salig, or any of them, with full power of subsitution, proxies to vote at the Annual Meeting of Stockholders of National Health Laboratories Incorporated (the "Company") to be held on May 10, 1994 at 10:30 a.m. local time, and at any adjournment or postponement thereof, hereby revoking any proxies heretofore given, to vote all shares of common stock, par value $.01 per share, of the Company held or owned by the undersigned as indicated on the proposals more fully set forth in the Proxy Statement/Prospectus, dated March , 1994, and in their discretion upon such other matters as may come before the Annual Meeting.

(TO BE SIGNED ON REVERSE SIDE)

(SEE REVERSE SIDE)

TO VOTE IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATION, JUST SIGN THE REVERSE SIDE, NO BOX NEED BE CHECKED.

(X) Please mark your votes as in this example.

DO NOT PRINT IN THIS AREA

- ---

1. Approve the proposed corporate reorganization of the Company creating a holding company.

FOR	AGAINST	ABSTAIN
( )	( )	( )

2. Election of the members of the Board of Directors as listed below.

FOR (except as marked)	WITHHELD
( )	( )

Nominees: Ronald O. Perelman, Saul J. Farber, M.D., Howard Gittis, Ann Dibble Jordan, James R. Maher, David J. Mahoney, Paul A. Marks, M.D., Linda Gosden Robinson, Samuel O. Thier, M.D.

(To withhold authority to vote for any individual nominee, strike a line through the nominee's name).

3. Ratify the selection of KPMG Peat Marwick as the Company's independent auditors for 1994.

FOR	AGAINST	ABSTAIN
( )	( )	( )

4. Approve and adopt the Company's 1994 Stock Option Plan.

FOR	AGAINST	ABSTAIN
( )	( )	( )

The undersigned hereby acknowledges receipt of the accompanying Notice of Annual Meeting and Proxy Statement/Prospectus and hereby revokes any Proxy or Proxies heretofore given.

Please complete, date, sign and mail in the enclosed envelope.

SIGNATURE(S) _____ DATE _____

(Please sign exactly as your name appears on this Proxy. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.)