SPECIALTY LABORATORIES INC
Form PRER14A
December 14, 2005

QuickLinks -- Click here to rapidly navigate through this document

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

SCHEDULE 14A

(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

ý Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

o Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material Pursuant to §240.14a-12

SPECIALTY LABORATORIES, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

o No fee required.

o Fee computed on table below per Exchange Act Rules 14(a)-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:
Specialty Laboratories, Inc. common stock, no par value.

(2) Aggregate number of securities to which transaction applies:
Common stock: 14,913,316
Unvested shares of common stock and options to purchase common stock: 2,256,734

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
Pursuant to the Agreement and Plan of Merger, dated as of September 29, 2005, among AmeriPath Holdings, Inc., AmeriPath, Inc., Specialty

Laboratories, Inc. and Silver Acquisition Corp., each issued and outstanding share of Specialty Laboratories, Inc. common stock, other than shares held by AmeriPath Holdings, Inc., any direct or indirect wholly-owned subsidiary of AmeriPath Holdings, Inc. or Specialty Laboratories, Inc., treasury stock and shares owned by stockholders who validly exercise and perfect their dissent rights, will be converted into the right to receive $13.25 in cash. In addition, pursuant to the terms of such Agreement and Plan of Merger, each issued and outstanding option, unless otherwise provided in an applicable agreement with the optionee, will be canceled in exchange for (1) the excess of $13.25 over the per share exercise price of the option multiplied by (2) the number of shares of common stock subject to the option at the time of the merger, whether or not then exercisable, less applicable taxes required to be withheld with respect to such payment. All unvested shares of common stock will become fully vested at the time of the merger. The filing fee was calculated based on the sum of (a) an aggregate cash payment of $197,601,437.00 for the proposed per share cash payment of $13.25 for 14,913,316 outstanding shares of common stock and (b) an aggregate cash payment of $9,535,025.00 to holders of unvested shares of common stock and outstanding options to purchase common stock with an exercise price less than $13.25 per share. The filing fee, calculated in accordance with Fee Rate Advisory #3 for Fiscal Year 2006, equals $117.70 per $1.0 million of the aggregate merger consideration calculated pursuant to the preceding sentence.

(4) Proposed maximum aggregate value of transaction:
$207,136,462.00

(5) Total fee paid:
$24,379.96

ý Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

SPECIALTY LABORATORIES, INC.

27027 Tourney Road
Valencia, CA 91355

PROPOSED CASH MERGER YOUR VOTE IS VERY IMPORTANT

To Our Stockholders:

You are cordially invited to attend a special meeting of stockholders of Specialty Laboratories, Inc., which we refer to as Specialty, to be held on January , 2006 at 8:00 a.m., Pacific Time, in the first floor auditorium at Specialty Laboratories, Inc., 27027 Tourney Road, Valencia, California 91355. At the special meeting, you will be asked to consider and vote upon a proposal to approve the Agreement and Plan of Merger, dated as of September 29, 2005, among Specialty, AmeriPath Holdings, Inc. (which is referred to as Holdings in this letter), AmeriPath, Inc. (which is referred to as AmeriPath in this letter) and Silver Acquisition Corp., and the merger contemplated by the merger agreement. Under the merger agreement, Silver Acquisition Corp., a wholly-owned subsidiary of AmeriPath, will be merged with and into Specialty, with Specialty being the surviving corporation. This merger is referred to as the merger in this letter. Silver Acquisition Corp. is a California corporation that was formed by AmeriPath for the purpose of completing the merger and related transactions. A copy of the merger agreement is included as Appendix A to these materials.

Simultaneously with the execution of the merger agreement, Holdings, AmeriPath Group Holdings, Inc., a Delaware corporation and a wholly-owned subsidiary of Holdings (which is referred to as Group Holdings in this letter), Aqua Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Group Holdings, certain stockholders of Holdings and certain stockholders of Specialty who hold a majority of the outstanding Specialty common stock entered into a subscription, merger and exchange agreement (which is referred to as the SME agreement in this letter). The stockholders of Specialty who are parties to the SME agreement are Specialty Family Limited Partnership, the majority stockholder of Specialty, and certain other affiliates and family members of James B. Peter, M.D., Ph.D., Specialty's founder and a member of the Specialty board of directors, and Deborah A. Estes, Dr. Peter's daughter and a member of the Specialty board of directors. They are referred to as the continuing investors in this letter. Pursuant to the SME agreement, among other things, (a) Group Holdings will issue equity securities to certain of the stockholders of Holdings in exchange for cash and shares of Holdings, (b) Group Holdings will issue equity securities to the continuing investors in exchange for a portion of the shares of Specialty common stock held by the continuing investors and (c) Aqua Acquisition Corp. will be merged with and into Holdings, with Holdings being the surviving corporation. A copy of the SME agreement is included as Appendix E to these materials. While the various transactions described in the SME agreement are a condition to closing the merger, you are not being asked to vote on those transactions.

When the merger and the transactions contemplated by the SME agreement are completed, Welsh, Carson, Anderson & Stowe IX, L.P., its co-investors, the continuing investors and certain other current stockholders of Holdings will indirectly own all the capital stock of Specialty.

Dr. Peter is expected to join the board of directors of Group Holdings and will execute a services agreement with AmeriPath upon consummation of the transactions contemplated by the SME

agreement. Accordingly, he and the continuing investors have interests in the merger that are different from, or in addition to, the interests of Specialty stockholders generally.

If the merger is completed, each issued and outstanding share of Specialty common stock owned by you will be converted into the right to receive $13.25 in cash, without interest, unless you choose to exercise and perfect your dissent rights under California law. Each outstanding option for Specialty common stock, except as provided in an applicable agreement with the optionee, will be canceled in exchange for (1) the excess of $13.25 over the per share exercise price of the option multiplied by (2) the number of shares of common stock subject to the option, less applicable withholding taxes.

If the merger is completed, all unvested shares of Specialty common stock issued and outstanding immediately prior to the effective time of the merger will become fully vested as of the effective time of the merger.

If the merger is completed, Specialty will no longer be a publicly-traded company. After the merger, you will no longer have an equity interest in Specialty and will not participate in any potential future earnings and growth of Specialty.

The board of directors of Specialty formed a special committee, composed of all the directors except for Dr. Peter and Deborah A. Estes, who is also Specialty's Secretary. The members of the special committee are independent of and have no economic interest or expectancy of an economic interest in the continuing investors, Welsh, Carson, Anderson & Stowe IX, L.P., Group Holdings, Holdings, AmeriPath or the surviving corporation (except that David C. Weavil is the Chief Executive Officer of Specialty and may continue as an employee of Specialty, AmeriPath or their affiliates following the closing of the merger). As described in the accompanying proxy statement, the special committee was formed to, among other things, evaluate, negotiate and make a recommendation to the board of directors regarding the merger proposal and related transactions, including the terms of the merger agreement. As described in the accompanying proxy statement, the members of the special committee have interests in the merger that are different from, or in addition to, interests of Specialty stockholders generally.

The board of directors, acting on the unanimous (with one member absent) recommendation of the special committee, has unanimously (with one director absent) approved the merger agreement and the merger. The special committee and the board of directors each has determined that the terms of the merger agreement and the proposed merger are advisable and procedurally and substantively fair to, and in the best interest of, the stockholders of Specialty (other than the continuing investors and their affiliates, for whom no determination of fairness or advisability was made by the special committee or the board of directors). The board of directors recommends that you vote FOR the approval of the merger agreement and the merger. The board of directors also recommends that you vote FOR the grant to the proxyholders of the authority to vote in their discretion with respect to the approval of any proposal to postpone or adjourn the special meeting to a later date to solicit additional proxies in favor of the approval of the merger agreement and the merger if there are not sufficient votes for approval of the merger agreement and the merger at the special meeting.

In arriving at their recommendation of the merger agreement and the merger, the Specialty board of directors carefully considered a number of factors which are described in the accompanying proxy statement. The proxy statement provides information about the merger agreement, the merger and the related transactions, and the special meeting. You may obtain additional information about Specialty from documents filed with the Securities and Exchange Commission. We urge you to read the entire proxy statement carefully, including the appendices and materials incorporated by reference, as it sets forth the details of the merger agreement and other important information related to the merger, including the factors considered by the Specialty board of directors.

Your vote is very important. The merger cannot be completed unless the merger agreement and the merger are approved by the affirmative vote of (1) the holders of a majority of the outstanding shares of Specialty common stock entitled to vote and (2) the holders of a majority of the outstanding shares of Specialty common stock entitled to vote not held by the continuing investors or their

affiliates. The continuing investors and certain of their affiliates have entered into a voting agreement that will ensure that the first vote is passed, but that will have no effect on the outcome of the second vote. A copy of the voting agreement is included as Appendix D to these materials. **Regardless of whether you plan to attend the special meeting, it is important that your shares are represented at the special meeting. To ensure that your shares will be represented, please complete, sign, date and mail the enclosed proxy card at your first opportunity.**

This solicitation for your proxy is being made by Specialty on behalf of its board of directors. If you fail to vote on the merger, the effect will be the same as a vote against the approval of the merger agreement and the merger for purposes of the vote referred to above. You may vote by completing and mailing a proxy card in the postage-paid envelope provided. If you complete, sign and submit your proxy card without indicating how you wish to vote, your proxy will be counted as a vote in favor of approval of the merger agreement, the merger and any postponement or adjournment of the special meeting referred to above. Returning the proxy card will not deprive you of your right to attend the special meeting and vote your shares in person.

On behalf of your board of directors, thank you for your continued support.

Sincerely,

Richard K. Whitney
Chairman of the Board of Directors

December , 2005

Neither the Securities and Exchange Commission nor any state securities regulatory agency has approved or disapproved the merger, passed upon the merits or fairness of the merger or passed upon the adequacy or accuracy of the disclosure in this document. Any representation to the contrary is a criminal offense.

This proxy statement is dated December , 2005 and is first being mailed to stockholders of Specialty on or about December , 2005.

SPECIALTY LABORATORIES, INC.

27027 Tourney Road
Valencia, CA 91355

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On January , 2006

To Our Stockholders:

You are invited to attend a special meeting of stockholders of Specialty Laboratories, Inc., which we refer to as Specialty.

Date: January , 2006

Time: 8:00 a.m., Pacific Time

Place: Specialty Laboratories, Inc.,
27027 Tourney Road,
Valencia, California 91355
First Floor Auditorium

Only stockholders who owned Specialty common stock of record at the close of business on December 16, 2005 can vote at this meeting or any postponements or adjournments that may take place.

The purposes of the special meeting are:

to consider and vote upon a proposal to approve the Agreement and Plan of Merger, dated as of September 29, 2005, among Specialty, AmeriPath Holdings, Inc., AmeriPath, Inc. and Silver Acquisition Corp., and the merger contemplated by the merger agreement;

to grant to the proxyholders the authority to vote in their discretion with respect to the approval of any proposal to postpone or adjourn the special meeting to a later date to solicit additional proxies in favor of the approval of the merger agreement and the merger if there are not sufficient votes for approval of the merger agreement and the merger at the special meeting; and

to consider and vote upon such other matters as may properly come before the special meeting or any adjournment or postponement of the special meeting.

The board of directors, acting on the unanimous (with one member absent) recommendation of the special committee, has unanimously (with one director absent) approved the merger agreement and the merger. The special committee and the board of directors have determined that the merger agreement and the merger are advisable and procedurally and substantively fair to, and in the best interest of, Specialty's stockholders (other than the continuing investors and their affiliates, for whom no determination of fairness or advisability was made by the special committee or the board of directors). These continuing investors are Specialty Family Limited Partnership, the majority

stockholder of Specialty, and certain other affiliates and family members of James B. Peter, M.D., Ph.D., Specialty's founder and a member of the Specialty board of directors, and Deborah A. Estes, Dr. Peter's daughter and a member of the Specialty board of directors. The board of directors recommends that you vote FOR the approval of the merger agreement and the merger. The board of directors also recommends that you vote FOR the grant to the proxyholders of the authority to vote in their discretion with respect to the approval of any postponement or adjournment of the special meeting referred to above.

Stockholders of Specialty who do not vote in favor of approval of the merger agreement and the merger will have the right to seek payment of the fair value of their shares if the merger is completed, but only if they submit a written demand for payment to Specialty before the vote is taken on the merger agreement and the merger and they comply with California law as explained in the accompanying proxy statement.

Your vote is very important, regardless of the number of shares you own. The merger cannot be completed unless the merger agreement and the merger are approved by the affirmative vote of (1) the holders of a majority of the outstanding shares of Specialty common stock entitled to vote and (2) the holders of a majority of the outstanding shares of Specialty common stock entitled to vote not held by the continuing investors or their affiliates. The continuing investors and certain of their affiliates have entered into a voting agreement that will ensure that the first vote is passed, but that will have no effect on the outcome of the second vote. Failure to vote on the merger has the same effect as a vote against the merger proposal. Even if you plan to attend the special meeting in person, it is important that your shares are represented at the special meeting. To ensure that your shares will be represented at the special meeting, please complete, date, sign and mail the enclosed proxy card. A return envelope (which is postage prepaid if mailed in the United States) is enclosed for submissions by mail.

This solicitation for your proxy is being made by Specialty on behalf of its board of directors. If you do attend the special meeting and wish to vote in person, you may withdraw your proxy and vote in person. However, if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you must obtain from the record holder a proxy issued in your name.

If you have any questions or need assistance in voting your shares, please call Innisfree M&A Incorporated, which is assisting Specialty, at 1-888-750-5834.

The merger agreement and the merger are described in the accompanying proxy statement, which we urge you to read carefully. A copy of the merger agreement is included as Appendix A to the accompanying proxy statement.

By Order of the Board of Directors

Deborah A. Estes
Secretary

TABLE OF CONTENTS

SUMMARY TERM SHEET

This summary provides a brief description of the material terms of the merger agreement, the merger and certain related agreements. This summary highlights selected information contained in this proxy statement and may not contain all of the information that is important to you. You are urged to read this entire proxy statement carefully, including the information incorporated by reference and the information in the appendices. We incorporate by reference important business and financial information about us into this proxy statement. You may obtain the information incorporated by reference into this proxy statement without charge by following the instructions in the section entitled "Where Stockholders Can Find More Information" beginning on page 107.

The Parties to the Merger

Specialty Specialty Laboratories, Inc. is a California corporation that is headquartered in Valencia, California. Specialty performs highly advanced clinical tests used by physicians to diagnose, monitor and treat disease. *See* "The Participants" beginning on page 18.

Holdings AmeriPath Holdings, Inc. is a Delaware corporation and is a portfolio company of Welsh Carson Anderson & Stowe IX, L.P., referred to in this proxy as Welsh Carson. Welsh Carson is a Delaware limited partnership organized by Welsh, Carson, Anderson & Stowe, a New York-based private equity firm. *See* "The Participants" beginning on page 18.

AmeriPath AmeriPath, Inc. is a Delaware corporation and a wholly-owned subsidiary of Holdings that is headquartered in Palm Beach Gardens, Florida. AmeriPath is a leading national provider of physician-based anatomic pathology, dermapathology and molecular diagnostic services to physicians, hospitals, national clinical laboratories and surgery centers. *See* "The Participants" beginning on page 18.

Acquisition Corp. Silver Acquisition Corp. is a California corporation that is a wholly-owned subsidiary of AmeriPath. AmeriPath formed Acquisition Corp. for the purpose of completing the merger and related transactions. *See* "The Participants" beginning on page 18.

The Merger and Related Transactions

In the merger, Acquisition Corp. will merge with and into Specialty. Upon completion of the merger, Acquisition Corp. will cease to exist and Specialty will continue as the surviving corporation and as a wholly-owned subsidiary of AmeriPath. Following the merger, Specialty will no longer be a publicly traded company. We have attached a copy of the merger agreement as Appendix A to this proxy statement. We encourage you to read the merger agreement in its entirety because it is the legal document that governs the merger. *See* "Special Factors" beginning on page 20 and "The Merger Agreement" beginning on page 64.

Following the merger, current Specialty stockholders (except for the continuing investors described in the next sentence) will cease to have ownership interests in Specialty or rights as Specialty stockholders. The continuing investors are the stockholders of Specialty which are parties to the SME agreement described in the next paragraph, which are Specialty Family Limited Partnership, the majority stockholder of Specialty, and certain other affiliates and family members of James B. Peter, M.D., Ph.D., Specialty's founder and a member of the Specialty board of directors, and Deborah A. Estes, Dr. Peter's daughter and a member of the Specialty board of directors.

Simultaneously with the execution of the merger agreement, Holdings, AmeriPath Group Holdings, Inc., a Delaware corporation and a wholly-owned subsidiary of Holdings (which is referred to as Group Holdings in this proxy statement), Aqua Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Group Holdings, certain stockholders of Holdings and the continuing investors entered into a subscription, merger and exchange agreement (which

1

is referred to as the SME agreement in this proxy statement). Pursuant to the SME agreement, among other things, (a) Group Holdings will issue equity securities to certain of the stockholders of Holdings in exchange for cash and shares of Holdings, (b) Group Holdings will issue equity securities to the continuing investors in exchange for a portion of the shares of Specialty common stock held by the continuing investors and (c) Aqua Acquisition Corp. will be merged with and into Holdings, with Holdings being the surviving corporation. We have attached a copy of the SME agreement as Appendix E to this proxy statement. While the various transactions described in the SME agreement are a condition to closing the merger, you are not being asked to vote upon those transactions.

Stockholder Vote Required to Approve the Merger

You are being asked to consider and vote upon a proposal to approve the merger agreement and the merger contemplated by the merger agreement. Approval of the merger agreement and the merger require the affirmative vote of (1) the holders of a majority of the outstanding shares of common stock of Specialty entitled to vote and (2) the holders of a majority of the outstanding shares of Specialty common stock entitled to vote not held by the continuing investors or their affiliates. The continuing investors and certain of their affiliates have entered into a voting agreement that will ensure that the first vote is passed, but that will have no effect on the outcome of the second vote. We have attached a copy of the voting agreement as Appendix D to this proxy statement.

Abstentions and broker non-votes will have the effect of a vote against the merger. On the record date, there were shares of common stock outstanding and entitled to be voted at the special meeting. The continuing investors and their affiliates control approximately 60.4% of the outstanding shares of common stock of Specialty. Accordingly, if unaffiliated stockholders holding in excess of approximately 19.8% of the outstanding common stock abstain from voting or vote against the merger, the merger will not receive the required approval of stockholders. *See* "The Special Meeting" beginning on page 15.

Voting Information

Before voting your shares of Specialty common stock, we encourage you to read this proxy statement in its entirety, including its appendices and materials incorporated by reference, and carefully consider how the merger will affect you. Then, to ensure that your shares can be voted at the special meeting, please complete, sign, date and mail the enclosed proxy card, which requires no postage if mailed in the United States, as soon as possible. If a broker holds your shares in "street name," your broker should provide you with instructions on how to vote. For more information about how to vote your shares, *see* "The Special Meeting Record Date, Quorum and Voting Information" beginning on page 16.

Recommendations of the Special Committee and the Board of Directors

The special committee is composed of six directors who are not officers or employees of Specialty (other than David C. Weavil, who is the Chief Executive Officer of Specialty) and who are independent of and have no economic interest or expectancy of an economic interest in the continuing investors, Welsh Carson, Group Holdings, Holdings, AmeriPath, or the surviving corporation (except that Mr. Weavil may continue as an employee of Specialty, AmeriPath or their affiliates following the closing of the merger). The members of the special committee are Richard K. Whitney, Michael T. DeFreece, Hubbard C. Howe, William J. Nydam, David R. Schreiber and David C. Weavil. If the merger is completed, the members of the special committee will, like all other stockholders, receive cash payments for their shares. The members of the special committee will receive a total amount of approximately $1.4 million in the aggregate for these shares. In addition, the members of the special committee will receive cash

payments totaling approximately $2.5 million in the aggregate for their stock options and unvested stock in the merger. The cash payments for these stock options represent consideration for the cancellation of the stock options on the same terms as provided to other holders of stock options in the merger agreement. The members of the special committee control 102,095 or 0.43% of the outstanding shares of common stock of Specialty. Whether the merger is completed or not, certain members of the special committee will be paid up to a total amount of $300,000 in the aggregate for their service on the special committee, in addition to Specialty's standard committee fees, and will be reimbursed for any out-of-pocket expenses incurred in connection with service on the special committee. The $300,000 in fees were awarded to members of the special committee as follows: Mr. Whitney, $87,500; Mr. Schreiber, $87,500; Mr. DeFreece, $62,500; and Mr. Nydam, $62,500. In addition to the foregoing payments to be made, Mr. Whitney was awarded the amount of $100,000, which has already been paid, for his services as a member of the special committee and as Chairman of the board of directors. Furthermore, pursuant to the terms of Mr. Schreiber's consulting agreement, Mr. Schreiber is entitled to a payment equal to six times his monthly consulting fee, or a total amount of approximately $163,000, upon a change of control of Specialty, which would include the completion of the merger. As members of the board of directors, the special committee members will also benefit from the indemnification, insurance and related provisions contained in the merger agreement with respect to their acts or omissions as directors. Because of these interests and the other interests described under "Special Factors Interests of Certain Persons in the Merger", the interests of the special committee and the stockholders of Specialty may not be aligned. *See* "Special Factors Interests of Certain Persons in the Merger Interests of Specialty Directors and Executive Officers in the Merger" beginning on page 48.

The special committee and the board of directors have determined that the terms of the merger agreement and the proposed merger are advisable and procedurally and substantively fair to, and in the best interest of, the Specialty stockholders (other than the continuing investors and their affiliates, for whom no determination of fairness or advisability was made by the special committee or the board of directors). For information as to the reasons for the special committee and the board of directors reaching their respective determinations, *see* "Special Factors Recommendation of the Special Committee and the Board of Directors and Reasons for the Merger" beginning on page 27. The board of directors, acting on the unanimous (with one member absent) recommendation of the special committee, has unanimously (with one director absent) approved the merger agreement and the merger and recommends that you vote FOR the approval of the merger agreement and the merger and FOR the approval of any proposal to postpone or adjourn the special meeting to a later date to solicit additional proxies in favor of the approval of the merger agreement and the merger if

there are not sufficient votes for approval of the merger agreement and the merger at the special meeting.

Opinion of the Financial Advisor to the Board of Directors

In connection with the merger, Specialty retained J.P. Morgan Securities Inc. (referred to as JPMorgan in this proxy statement), as its financial advisor. JPMorgan rendered a written opinion to Specialty's board of directors on September 29, 2005 that, as of the date of the opinion and based upon and subject to the considerations described in its opinion and other matters as JPMorgan considered relevant, the consideration to be received by the holders of Specialty common stock other than the continuing investors and their affiliates (for purposes of such opinion, the Founder Parties) in the proposed merger was fair, from a financial point of view, to such holders. In deciding to recommend approval of the merger to Specialty's board of directors, the special committee considered the opinion of JPMorgan and, in deciding to approve the merger, Specialty's board of directors considered the opinion of JPMorgan. *See* "Special Factors Opinion of the Financial Advisor to the Board" beginning on page 33.

The full text of the written opinion of JPMorgan, which sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations on the review undertaken by JPMorgan in connection with the opinion, is attached as Appendix B to this proxy statement. JPMorgan provided its opinion to Specialty's board of directors (and, at the board of directors' instruction, to the special committee) in connection with and for the purposes of their respective evaluations of the merger. The JPMorgan opinion is not a recommendation as to how any holder of common stock should vote with respect to the merger or any other matter. The Specialty stockholders are urged to read such opinion in its entirety. Pursuant to the terms of its engagement letter with JPMorgan, Specialty agreed to pay the fees described below under "Special Factors Opinion of the Financial Advisor to the Board" beginning on page 33, part of which was paid to JPMorgan upon delivery of JPMorgan's opinion and a substantial portion of which, the balance, will become payable only if the proposed merger is consummated.

Position of the AmeriPath Group as to the Fairness of the Merger

Each of Group Holdings, Holdings, AmeriPath, Welsh Carson and WCAS IX Associates LLC, the general partner of Welsh Carson (which are referred to collectively as the AmeriPath group in this proxy statement) believes that the merger is both procedurally and substantively fair to Specialty's unaffiliated stockholders. For information as to the reasons for the AmeriPath group reaching this conclusion, *see* "Special Factors Position of the AmeriPath Group as to the Fairness of the Merger" beginning on page 40.

Position of the SFLP Group as to the Fairness of the Merger

Each of Dr. Peter, Deborah A. Estes and Specialty Family Limited Partnership (which are referred to collectively as the SFLP group in this proxy statement) believes that the merger is both procedurally and substantively fair to Specialty's unaffiliated stockholders. For information as to the reasons for the SFLP group reaching this conclusion, *see* "Special Factors Position of the SFLP Group as to the Fairness of the Merger" beginning on page 42.

Purpose of the Merger

The principal purpose of the merger is to provide you with an opportunity to receive an immediate cash payment for your Specialty shares at a price that constitutes a premium over recent stock market prices and to enable AmeriPath to acquire Specialty. The merger consideration of $13.25 per share represents approximately a 27% premium over the average trading price of $10.44 per share for the three months preceding the public announcement of the execution of the merger agreement. *See* "Special Factors Purpose and Structure of the Merger" beginning on page 44.

Consideration; Effect of the Merger on Specialty Stockholders

In the merger, each share of Specialty common stock will be converted automatically into the right to receive $13.25 in cash, without interest, except for:

- treasury shares of Specialty common stock, all of which will be canceled without any payment;
- shares of Specialty common stock owned by Holdings or Acquisition Corp. or any direct or indirect wholly-owned subsidiary of Holdings or Specialty, all of which will be canceled without any payment; and

shares of Specialty common stock held by stockholders who properly exercise and perfect their dissent rights in accordance with Chapter 13 of the California General Corporation

Law, which is referred to as the CGCL in this proxy statement. *See* "Special Factors Dissent Rights of Dissenting Specialty Stockholders" beginning on page 60.

At the effective time of the merger, each outstanding option under the Specialty stock option plans, except as provided in an applicable agreement with the optionee, will be canceled in exchange for an amount in cash determined by multiplying (1) the excess of $13.25 over the per share exercise price of the option by (2) the number of shares of Specialty common stock subject to the option, less applicable withholding taxes. *See* "The Merger Agreement Treatment of Options and Unvested Stock" beginning on page 65.

At the effective time of the merger, all unvested shares of Specialty common stock issued and outstanding immediately prior to the effective time of the merger will become fully vested as of the effective time of the merger. *See* "The Merger Agreement Treatment of Options and Unvested Stock" beginning on page 65.

Upon completion of the merger, current Specialty stockholders, other than the continuing investors, will cease to have ownership interests in Specialty or rights as Specialty stockholders. Therefore, current stockholders of Specialty, other than the continuing investors, will not participate in any future earnings or growth of Specialty and will not benefit from any appreciation in value of Specialty. *See* "Special Factors Effects of the Merger" beginning on page 45.

As a result of the merger, Specialty will be a privately-held corporation, and there will be no public market for its common stock. After the merger, Specialty common stock will no longer be listed on the New York Stock Exchange, and its registration under the Securities Exchange Act of 1934, as amended, which is referred to as the Exchange Act in this proxy statement, will be terminated. *See* "Special Factors Effects of the Merger" beginning on page 45.

Interests of Certain Persons in the Merger

In considering the recommendations of the special committee and the board of directors, Specialty stockholders should be aware that some of Specialty's executive officers and directors have interests in the merger that are different from, or in addition to, the interests of Specialty stockholders generally. These interests include the following:

Pursuant to the merger agreement, the executive officers and directors of Specialty (other than Dr. Peter and Ms. Estes) will receive an aggregate of approximately $7.84 million for their shares of Specialty common stock and for the cancellation of their options to purchase Specialty common stock and unvested stock (in each case on the same basis as the unaffiliated stockholders generally);

The following executive officers and directors of Specialty may be entitled to receive approximately the following severance payments upon the consummation of the merger: (1) Vicki

DiFrancesco, $249,000; (2) Michael C. Dugan, M.D., $202,000; (3) Cheryl G. Gallarda, $138,000; (4) Robert M. Harman, $164,000; (5) Maryam Sadri, $153,000; (6) Nicholas R. Simmons, $164,000; and (7) Mr. Weavil, $414,000;

Certain members of the special committee will receive fees up to a total amount of $300,000 in the aggregate for their service on the special committee (which were awarded as follows: Mr. Whitney, $87,500; Mr. Schreiber, $87,500; Mr. DeFreece, $62,500; and Mr. Nydam, $62,500) and, in addition, Mr. Whitney was awarded the amount of $100,000, which has already been paid, for his services as a member of the special committee and as Chairman of the board of directors;

Pursuant to the terms of Mr. Schreiber's consulting agreement, Mr. Schreiber is entitled to a payment equal to six times his monthly consulting fee, or a total amount of approximately $163,000, upon the completion of the merger;

The vesting of options held by certain executive officers and directors will be accelerated as of the effective time of the merger, and unvested stock held by certain executive officers and directors will become fully vested as of the effective time of the merger;

The continuing investors will contribute shares of Specialty common stock held by them to Group Holdings in exchange for equity securities of Group Holdings under the SME agreement. The aggregate investment in Group Holdings by the continuing investors following that exchange and the other transactions contemplated by the SME agreement (including taking into account the additional current stockholders of Holdings that are expected to become parties to the SME agreement prior to closing and to roll over their Holdings investment into Group Holdings), is expected to be approximately 20% of the full equity capitalization of Group Holdings at closing;

Pursuant to the merger agreement, the continuing investors and certain affiliated entities will receive an aggregate of approximately $72.2 million for their shares of Specialty common stock which are not contributed to Group Holdings pursuant to the SME agreement and for the cancellation of their options to purchase Specialty common stock and unvested stock (in each case on the same basis as the unaffiliated stockholders generally); and

Dr. Peter is expected to join the board of directors of Group Holdings and will execute a services agreement with AmeriPath upon consummation of the transactions contemplated by the SME agreement.

The merger agreement also provides that all rights of indemnification and exculpation from liability for acts and omissions occurring prior to the effective time of the merger (including the advancement of funds for expenses) of the current and former directors and officers of Specialty, as provided in its charters, bylaws, indemnification agreements or applicable law, will survive the merger and continue for six years after the effective time of the merger. The special committee members will also benefit from the indemnification, insurance and related provisions contained in the merger agreement with respect to their acts or omissions as directors.

Prior to the effective time of the merger, AmeriPath will purchase a six year extended reporting provision under a directors' and officers' liability policy with respect to liability obligations of the individuals that are officers and directors of Specialty on the date of the merger agreement in respect of indemnification from liabilities for acts or omissions occurring at or prior to the closing of the merger agreement, which policy shall be no less favorable to the beneficiaries than the directors' and officers' liability policies maintained by Specialty on the date of the merger agreement and will be provided by carriers with comparable ratings. However, Holdings and AmeriPath will not be required to pay a premium in connection with such policy in excess of $2.6 million.

These interests are more fully described under "Special Factors Interests of Certain Persons in the Merger Interests of Specialty Directors and Executive Officers in the Merger" beginning on page 48.

In considering the recommendations of the special committee and board of directors, Specialty stockholders should also be aware that JPMorgan has certain interests relating to Specialty. *See*

"Special Factors Opinion of the Financial Advisor to the Board" beginning on page 33. These interests include the following:

- Specialty agreed to pay JPMorgan a fee in connection with the merger, a substantial portion of which is payable upon consummation of the merger (*see* "Special Factors Opinion of the Financial Advisor to the Board" beginning on page 33).

- Specialty has established, prior to JPMorgan's engagement in connection with the merger, an irrevocable letter of credit with JPMorgan's affiliate, JPMorgan Chase Bank, that names Lexington Corporate Properties Trust as the beneficiary. In addition, JPMorgan has provided financial advisory services to Specialty in the past and JPMorgan and its affiliates have provided financial advisory, financing and other investment banking and commercial banking services to Welsh Carson and its affiliates in the past, in each case for customary compensation.

- In the ordinary course of its businesses, JPMorgan and its affiliates may actively trade the equity securities of Specialty, the debt securities of AmeriPath, and certain public debt and equity securities of other affiliates of Welsh Carson for JPMorgan's own account or for the accounts of customers and, accordingly, JPMorgan may at any time hold long or short positions in such securities.

The special committee and the board were aware of these interests and considered them, among other factors, when recommending approval of the merger agreement and the merger.

Merger Financing

The total amount of funds necessary to complete the merger and the related transactions is anticipated to be approximately $354.9 million, consisting of:

- approximately $207.2 million to pay Specialty's stockholders and option holders the amounts due to them under the merger agreement, assuming that no Specialty stockholder exercises and perfects his, her or its dissent rights;

- approximately $129.0 million to refinance AmeriPath's existing credit facility;

- approximately $3.0 million to pay executive severance payments; and

- approximately $15.7 million to pay related fees and expenses.

See "Special Factors Merger Financing" beginning on page 52.

Holdings and AmeriPath expect that the total amount necessary to complete the merger and the related transactions will be funded with (1) an equity investment by Welsh Carson and its co-investors pursuant to the SME agreement, (2) certain amounts remaining under AmeriPath's contingent note reserve, (3) the debt financing under the commitment letter referred to below, and (4) all available excess Specialty cash. *See* "Special Factors Merger Financing" beginning on page 52.

AmeriPath has received a commitment letter pursuant to which Wachovia Bank, National Association, Citigroup Global Markets Inc., Deutsche Bank Trust Company Americas and UBS Loan Finance LLC have committed, subject to the terms and conditions set forth in the commitment letter, to provide AmeriPath with up to $298.5 million in senior secured credit facilities, consisting of a $203.5 million term loan and a $95.0 million revolving credit facility. Up to $203.5 million of the term loan and up to $52.0 million of the revolving credit facility may be used to fund a portion of the merger consideration, to pay certain transaction costs, to refinance existing indebtedness of AmeriPath, to pay related expenses and to provide ongoing working capital. *See* "Special Factors Merger Financing Senior Secured Credit Facilities" beginning on page 53.

7

Regulatory Approvals

On October 20 and 21, 2005, the parties filed for approval pursuant to the requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which is referred to as the HSR Act in this proxy statement. The continuing investors also filed for approval pursuant to the HSR Act with respect to their equity investment in Group Holdings pursuant to the SME agreement. The HSR waiting periods expired on November 21, 2005. The parties did not receive any request for additional information from the Federal Trade Commission or the Antitrust Division of the U.S. Department of Justice prior to the expiration date. *See* "Special Factors Federal Regulatory Matters" beginning on page 54.

Material U.S. Federal Income Tax Consequences

The receipt of cash by a United States holder in exchange for Specialty common stock will be a taxable transaction for U.S. federal income tax purposes. In general, United States holders of Specialty common stock who receive cash in exchange for their shares pursuant to the merger should recognize gain or loss for U.S. federal income tax purposes equal to the difference, if any, between their adjusted tax basis in their shares and the amount of cash received. If a stockholder holds Specialty shares as a capital asset, such gain or loss should generally be a capital gain or loss. If the stockholder has held the shares for more than one year, the gain or loss should generally be a long-term gain or loss. The deductibility of capital losses is subject to limitations. Tax matters are very complex, and the tax consequences of the merger to you will depend on the facts of your own situation. You should consult your tax advisor for a full understanding of the tax consequences of the merger to you, including the federal, state, local and foreign tax consequences of the merger. *See* "Special Factors Material U.S. Federal Income Tax Consequences" beginning on page 55.

Fees and Expenses of the Merger

The merger agreement provides that Specialty, Holdings and Acquisition Corp. each will pay all costs and expenses incurred by it in connection with the merger agreement and the merger, subject to certain instances in which Specialty will be required to reimburse expenses incurred by Holdings and Acquisition Corp. A financing fee of approximately $0.5 million is expected to be paid at the closing of the merger to an affiliate of Welsh Carson. In addition, Holdings will reimburse the out-of-pocket expenses of Welsh Carson and its affiliates. Currently, we anticipate that Specialty or the surviving corporation will pay an aggregate $15.7 million in costs and

expenses in connection with the merger. *See* "Special Factors Fees and Expenses of the Merger" beginning on page 56.

Solicitation of Transactions

Subject to certain provisions in the merger agreement, until the effective time of the merger or the termination of the merger agreement, Specialty may not, and may not direct, authorize or permit its subsidiaries or representatives to, directly or indirectly: (1) solicit, initiate or knowingly encourage any prospective purchaser or the submission of any acquisition proposal, take any action designed to facilitate inquiries, proposals or offers or any other efforts constituting an acquisition proposal or engage in any discussions or negotiations in connection with or otherwise cooperate with or make any other efforts or attempts that constitute, or may reasonably be expected to lead to an acquisition proposal, or assist, participate in or facilitate any such inquiries, proposals, discussions or negotiations; or (2) accept an acquisition proposal or enter into any agreement or agreement in principle with respect to any such acquisition proposal or requiring Specialty to abandon, terminate or fail to consummate the merger or breach its obligations under the merger agreement; or (3) furnish to any person any information with respect to any such acquisition proposal.

Specialty may furnish information to, and participate in discussions or negotiations in respect of an acquisition proposal with, any potential buyers only if, at any time prior to the approval of the merger agreement by its stockholders, Specialty receives a written acquisition proposal, and: (1) Specialty otherwise complies with its non-solicitation obligations and Specialty receives an acquisition proposal from a person that the board of directors of Specialty determines in good faith to be bona fide; (2) the board of directors of Specialty determines in good faith, after consultation with its independent financial advisors, that such acquisition proposal constitutes or could reasonably be expected to constitute a superior proposal; and (3) the board of directors, after consultation with its outside counsel, determines in good faith that taking such action is necessary to comply with its fiduciary duties. As of the date of this proxy statement, Specialty has not received any acquisition proposals.

If an acquisition proposal is accepted, Specialty will be required to pay to Holdings or its designee a $13.0 million termination fee, inclusive of out-of-pocket fees and expenses reasonably incurred by Holdings, AmeriPath, Group Holdings and Acquisition Corp in

connection with the merger agreement and the merger. The obligation to pay the termination fee could have the effect of deterring third parties from making acquisition proposals. See "The Merger Agreement Fees and Expenses; Termination Fee" beginning on page 79.

See "The Merger Agreement Solicitation of Transactions" beginning on page 72.

Conditions of the Merger

The completion of the merger is subject to approval by (1) the holders of a majority of the outstanding shares of Specialty common stock entitled to vote and (2) the holders of a majority of outstanding shares of Specialty common stock entitled to vote not held by the continuing investors and their affiliates, as well as the satisfaction or waiver (where permitted by law) of other conditions, including obtaining the proceeds of the necessary financing to complete the merger, consummation of the transactions contemplated by the SME agreement, the absence of any governmental order or law that prevents or restricts the merger, the exercise of dissent rights with respect to fewer than 10% of outstanding shares of Specialty common stock, and the absence of a material adverse effect on Specialty.

Any or all of the conditions to closing of the merger that are not satisfied may be waived by the parties, other than conditions that are required by law. We do not anticipate waiving any condition to closing that we are permitted to waive; however, we would do so if we believed it to be in the best interests of Specialty and its stockholders. Holdings has informed us that although it does not anticipate waiving any condition to the closing, it reserves the right to do so.

Specialty is unable to determine on the date of this proxy statement whether it would regard it as legally necessary or advisable to resolicit proxies because of any waiver of a condition. It is possible that Specialty would deem it advisable to resolicit proxies, based on the particular condition that is waived and the circumstances under which the condition was waived. However, in a cash-only transaction, such as the merger, it is difficult at present to identify a circumstance in which proxies would be required to be resolicited absent any proposed reduction of the merger price of $13.25 per share or some other material adverse proposed change in the terms of the merger. Specialty will determine whether resolicitation is necessary based upon its assessment of the facts and circumstances present at the time. This assessment would include an analysis of whether there is a substantial likelihood that a reasonable stockholder would consider the facts and circumstances under which the condition would be waived material in making a decision with respect to the merger.

See "The Merger Agreement Conditions to Completing the Merger" beginning on page 76 and "Special Factors Merger Financing" beginning on page 52.

Termination of the Merger Agreement

The merger agreement may be terminated prior to the closing of the merger under several circumstances, including:

- by either Specialty or Holdings if the merger is not completed on or before March 31, 2006 (or June 30, 2006 if the only condition required to be fulfilled on March 31, 2006 is the condition relating to the HSR Act waiting period) (so long as such party's breach of the merger agreement has not caused or resulted in such failure to complete the merger);

- by either Specialty or Holdings if the stockholders of Specialty do not approve the merger agreement and the merger by the affirmative vote of (1) the holders of a majority of the outstanding shares of Specialty common stock entitled to vote and (2) the holders of a majority of the outstanding shares of Specialty common stock entitled to vote not held by the continuing investors and their affiliates;

- by either Specialty or Holdings if the SME agreement is terminated in accordance with its terms;

- by Holdings if the board of directors of Specialty withdraws or modifies, or proposes publicly to withdraw or modify, in any manner adverse to Holdings, its approval or recommendation of the merger agreement, the merger and the other transactions contemplated by the merger agreement, approves any letter of intent, memorandum of understanding, agreement in principle, merger agreement, acquisition agreement or other similar agreement constituting or relating to, or that is intended to or could reasonably be expected to lead to, any acquisition proposal, or approves, recommends or proposes publicly to approve or recommend any acquisition proposal; or

- by either Specialty or Holdings if the board of directors, prior to the stockholder approval of the merger agreement and the merger as described above, resolves to enter into a definitive agreement in connection with a superior proposal.

See "The Merger Agreement Termination" beginning on page 78.

Termination Fees

If the merger agreement is terminated under certain circumstances, including acceptance of a superior proposal or a willful and knowing breach of the merger agreement by Specialty, Specialty will be required to pay to Holdings a $13.0 million termination fee, inclusive of out-of-pocket fees and expenses reasonably incurred by Holdings, AmeriPath, Group Holdings and Acquisition Corp. If the merger agreement is terminated because the unaffiliated stockholders fail to approve the merger at a meeting of the Specialty stockholders held to consider the merger, Specialty will reimburse Holdings for expenses reasonably incurred by Holdings, AmeriPath, Group Holdings and Acquisition Corp., up to a maximum amount of $1.0 million. *See* "The Merger Agreement Fees and Expenses; Termination Fee" beginning on page 79.

Dissent Rights

Any holder of Specialty common stock who does not wish to accept the per share merger consideration in cash for such holder's shares may exercise dissent rights under the CGCL and elect to have the fair value of the holder's shares on the date of the merger (exclusive of any element of value arising from the accomplishment or expectation of the merger) judicially determined and paid to the holder in cash, together with the legal rate of interest, if any, provided that the holder complies with the provisions of Chapter 13 of the CGCL. To perfect his, her or its dissent rights under Chapter 13 of the CGCL, a Specialty stockholder (1) must

10

deliver to Specialty, before the special meeting, a demand for payment of fair market value and (2) must not vote in favor of the merger agreement or the merger. Dissent rights will only be available under Chapter 13 of the CGCL if such rights are exercised with respect to at least 5% of the outstanding Specialty common stock. A stockholder's vote against the merger agreement or the merger does not constitute a demand for dissent rights or a waiver of his, her or its dissent rights. *See* "Special Factors Dissent Rights of Dissenting Specialty Stockholders" beginning on page 60 and Appendix C to this proxy statement.

Voting Agreement

Simultaneously with the execution of the merger agreement, Holdings, the continuing investors and certain affiliates of the continuing investors entered into a voting agreement (referred to as the voting agreement in this proxy statement) pursuant to which, among other things, the continuing investors and such affiliates agreed to vote in favor of the merger and to vote against competing transactions unless the merger agreement is terminated. If the merger agreement is terminated under certain circumstances, and Specialty subsequently consummates an alternative transaction, then the continuing investors and such affiliates will be required to pay to Holdings 50% of (a) the consideration paid to the continuing investors and such affiliates in respect of their shares of Specialty common stock, minus (b) the amounts that would otherwise be payable to such persons pursuant to the merger agreement. The continuing investors also granted an irrevocable proxy to representatives of Holdings to vote on the merger and other matters governed by the voting agreement. The provisions of the voting agreement apply to all shares of Specialty common stock held by the continuing investors and their affiliates that are parties to the voting agreement. *See* "The Voting Agreement" beginning on page 82.

Litigation Challenging the Merger

Five purported class action lawsuits were filed in October and November 2005 naming Specialty and each of its directors as defendants. One of the lawsuits also names Specialty Family Limited Partnership as a party. An amended complaint in one of the five lawsuits also names AmeriPath as a defendant. All five suits were filed in Los Angeles Superior Court by purported stockholders of Specialty on behalf of all similarly situated stockholders. The complaints allege, among other things, that the defendants have breached their fiduciary duties to the stockholders of Specialty by entering into the merger agreement; that the consideration offered in the merger is inadequate and is the result of unfair dealing; that in negotiating the transaction the defendants failed to disclose information that would have increased the valuation of Specialty; and that the transaction is the result of a conflict of interest, because Dr. Peter and his affiliates will receive an equity share in the surviving corporation. In the amended complaint adding AmeriPath as a defendant, AmeriPath is alleged to have aided and abetted the alleged actions of the other defendants. The complaints seek an injunction against the proposed merger or, if it is consummated, rescission of the merger, as well as money damages, attorneys' fees, expenses and other relief. Additional lawsuits could be filed in the future. Specialty believes that these lawsuits and the allegations contained in them lack merit; however, Speciality notified the applicable insurance carriers of the lawsuits. The court appointed co-lead plaintiffs' counsel at an initial status conference on December 6, 2005, and plaintiffs' counsel have agreed to file a consolidated amended complaint. Discovery has begun and the plaintiffs have stated that they intend to move to enjoin the transaction. At this juncture it is too soon to predict with any accuracy how these suits will be resolved. *See* "Special Factors Litigation Challenging the Merger" beginning on page 60.

QUESTIONS AND ANSWERS ABOUT THE MERGER

The following section provides brief answers to some of the questions that may be raised by the merger agreement and the merger. This section is not intended to contain all of the information that is important to you. You are urged to read the entire proxy statement carefully, including the information incorporated by reference and the information in the appendices.

Q: What am I being asked to vote on?

A: You are being asked to approve the merger agreement and the merger, which provides for the acquisition of Specialty by AmeriPath, and to approve the adjournment of the special meeting to a later date to solicit additional proxies in favor of the approval of the merger agreement and the merger if there are not sufficient votes for approval of the merger agreement and the merger at the special meeting. After the merger, Specialty will become a privately-held company and a wholly-owned subsidiary of AmeriPath, which will be indirectly owned by Welsh Carson, its co-investors, the continuing investors and certain other current stockholders of Holdings.

The board of directors, acting upon the unanimous (with one member absent) recommendation of the special committee, unanimously (with one director absent) approved the merger agreement and the merger. The special committee and the board of directors believe that the terms of the merger agreement and the merger are advisable and procedurally and substantively fair to, and in the best interest of, the unaffiliated stockholders. The board of directors recommends that you vote FOR the approval of the merger agreement and the merger and FOR the approval of any proposal to postpone or adjourn the special meeting to a later date to solicit additional proxies in favor of the approval of the merger agreement and the merger if there are not sufficient votes for approval of the merger agreement and the merger at the special meeting.

Q: What vote is required to approve the merger agreement and the merger?

A: The merger cannot be completed unless the merger agreement and the merger are approved by the affirmative vote of (1) the holders of a majority of the outstanding shares of Specialty common stock entitled to vote and (2) the holders of a majority of the outstanding shares of Specialty common stock entitled to vote not held by the continuing investors or their affiliates. The continuing investors and certain of their affiliates have entered into a voting agreement that will ensure that the first vote is passed, but that will have no effect on the outcome of the second vote. On the record date, there were shares of common stock outstanding and entitled to be voted at the special meeting. The continuing investors and their affiliates control approximately 60.4% of the outstanding shares of common stock of Specialty. Accordingly, if unaffiliated stockholders holding in excess of approximately 19.8% of the outstanding common stock abstain from voting or vote against the merger, the merger will not receive the required approval of stockholders.

Q: What will I receive in the merger?

A: You will receive $13.25 in cash for each share of Specialty common stock held by you.

Q: What function did the special committee serve with respect to the merger and who are its members?

A: The principal function of the special committee with respect to the merger was to examine and evaluate the merits of any potential sale, merger or other similar business combination with AmeriPath and to make a recommendation to the board with respect to the proposed transaction. The special committee is composed of Richard K. Whitney, Michael T. DeFreece, Hubbard C. Howe, William J. Nydam, David R. Schreiber and David C. Weavil, who are independent of and have no economic interest or expectancy of an economic interest in the continuing investors, Welsh Carson,

Group Holdings, Holdings, AmeriPath or the surviving corporation (except that Mr. Weavil is the Chief Executive Officer of Specialty and may continue as an employee of Specialty, AmeriPath or their affiliates following the closing of the merger). The members of the special committee have certain interests that are in addition to or different from the interests of the other Specialty stockholders. *See* "Special Factors Interests of Certain Persons in the Merger Interests of Specialty Directors and Executive Officers in the Merger" at page 48.

Q: When and where is the special meeting?

A: The special meeting of Specialty stockholders will be held at 8:00 a.m., Pacific Time, on January , 2006 in the first floor auditorium at Specialty Laboratories, Inc., 27027 Tourney Road, Valencia, California 91355.

Q: Who can vote on the merger agreement?

A: Stockholders as of the close of business on December 16, 2005, the record date for the special meeting, are entitled to vote on the merger agreement and the merger in person or by proxy at the special meeting. On the record date, shares of common stock were outstanding and eligible to vote, and there were record holders. A list of stockholders eligible to vote will be available at the offices of Specialty, 27027 Tourney Road, Valencia, California beginning on January , 2006. Stockholders may examine this list during normal business hours for any proper purpose relating to the special meeting.

Q: How many votes do I have?

A: You have one vote for each share of Specialty common stock that you owned at the close of business on December 16, 2005, the record date for the special meeting.

Q: What happens if I do not respond?

A: The failure to respond by returning your proxy card will have the same effect as voting against the merger agreement and the merger unless you vote for the merger agreement and the merger in person at the special meeting.

Q: May I vote in person?

A: Yes. You may attend the special meeting and vote your shares in person, regardless of whether you sign and return your proxy card prior to the special meeting. If your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you must obtain a proxy from the record holder.

Q: May I change my vote after I have mailed my signed proxy card or otherwise submitted my vote?

A: Yes. You may change your vote at any time before your proxy is voted at the special meeting. You can do this in one of three ways. First, you can send a written notice revoking your proxy or voting instructions. Second, you can complete and submit a new proxy card or voting instructions bearing a later date. Third, you can attend the special meeting and vote in person. Your attendance alone will not revoke your proxy. If you have instructed a broker to vote your shares, you must follow directions received from your broker to change those instructions.

Q: If my shares are held in "street name" by my broker, will my broker vote my shares for me?

A: Your broker will not be able to vote your shares without instructions from you. You should instruct your broker to vote your shares, following the procedures provided to you by your broker.

Q: When do you expect the merger to be completed?

A: The parties to the merger agreement are working toward completing the merger as quickly as possible. If the merger agreement and the merger are approved by the requisite stockholder votes and the other conditions to the merger are satisfied or waived, the merger is expected to be completed promptly after the special meeting.

Q: Should I send in my stock certificates now?

A: No. Assuming the merger is completed, the paying agent for the merger will send you a letter of transmittal and written instructions for exchanging your shares of Specialty common stock for the merger consideration, without interest. You should not send in your Specialty stock certificates until you receive the letter of transmittal. *See* "The Merger Agreement Payment for Shares" beginning on page 65.

Q: What is "householding?"

A: If you and other residents at your mailing address own shares of common stock in "street name," your broker or bank may have notified you that your household will receive only one proxy statement for each company in which you hold stock through that broker or bank. This practice is known as "householding." Unless you responded that you did not want to participate in "householding," you were deemed to have consented to the process. Each stockholder will continue to receive a separate proxy card or voting instruction card. If you did not receive an individual copy of this proxy statement, we will promptly send a separate copy upon your oral or written request to Specialty Laboratories, Inc., 27027 Tourney Road, Valencia, California 91355, Attn: Investor Relations, or call (888) 676-5441. *See* "Other Matters" beginning on page 107.

Q: Who can help answer my questions?

A: The information provided above in the question-and-answer format is for your convenience only and is merely a summary of some of the information contained in this proxy statement. You should carefully read the entire proxy statement, including the information incorporated by reference and the information in the appendices. *See* "Where Stockholders Can Find More Information" beginning on page 107. If you would like additional copies of this proxy statement, without charge, or if you have questions about the merger, including the procedures for voting your shares, you should contact: Specialty Laboratories, Inc., 27027 Tourney Road, Valencia, California 91355, Attn: Investor Relations or call (888) 676-5441. If you have questions, or need assistance in voting your shares, you may also contact the firm assisting Specialty in the solicitation of proxies: Innisfree M&A Incorporated, 501 Madison Avenue, 20th Floor, New York, New York 10022, shareholders call toll-free at (888) 750-5834, banks and brokers call collect at (212) 750-5833.

You may also wish to consult your own legal, tax and/or financial advisors with respect to the merger agreement, the merger or the other matters described in this proxy statement.

THE SPECIAL MEETING

General

The enclosed proxy is solicited by Specialty on behalf of the board of directors of Specialty for use at a special meeting of stockholders to be held on January , at 8:00 a.m., Pacific Time, in the first floor auditorium at Specialty Laboratories, Inc., 27027 Tourney Road, Valencia, California 91355, or at any adjournments or postponements thereof, for the purposes set forth in this proxy statement and in the accompanying notice of special meeting. Specialty intends to mail this proxy statement and accompanying proxy card on or about December , 2005 to all stockholders entitled to vote at the special meeting.

At the special meeting, the stockholders of Specialty will be asked to consider and vote upon a proposal to approve the Agreement and Plan of Merger, dated as of September 29, 2005, among Holdings, AmeriPath, Acquisition Corp. and Specialty, and the merger contemplated by the merger agreement. You also will be asked to vote on any proposal to approve the adjournment or postponement of the special meeting to a later date to solicit additional proxies in favor of the approval of the merger agreement and the merger if there are not sufficient votes for approval of the merger agreement and the merger at the special meeting. Under the merger agreement, Acquisition Corp. will be merged with and into Specialty, and each issued and outstanding share of Specialty common stock will be converted into the right to receive $13.25 in cash, without interest, except for:

- treasury shares of Specialty common stock, all of which will be canceled without any payment;
- shares of Specialty common stock owned by Holdings or Acquisition Corp. or any direct or indirect wholly-owned subsidiary of Holdings or Specialty, all of which will be canceled without any payment; and
- shares of Specialty common stock held by stockholders who properly exercise and perfect their dissent rights in accordance with Chapter 13 of the CGCL.

At the effective time of the merger, each outstanding stock option, except as provided in an applicable agreement with the optionee, will be canceled in exchange for an amount in cash determined by multiplying (1) the excess of $13.25 over the per share exercise price of the option by (2) the number of shares of Specialty common stock subject to the option, less applicable withholding taxes.

At the effective time of the merger, all unvested shares of Specialty common stock issued pursuant to Specialty's executive incentive compensation plan and outstanding immediately prior to the effective time of the merger will become fully vested.

Immediately prior to the effective time of the merger, pursuant to the terms of the SME agreement, among other things, (a) Group Holdings will issue equity securities to certain of the stockholders of Holdings in exchange for cash and shares of Holdings, (b) Group Holdings will issue equity securities to the continuing investors in exchange for a portion of the shares of Specialty common stock held by the continuing investors and (c) Aqua Acquisition Corp. will be merged with and into Holdings, with Holdings being the surviving corporation. While the various transactions described in the SME agreement are a condition to closing the merger, you are not being asked to vote upon those transactions.

After consummation of the transactions contemplated by the SME agreement and the merger agreement, Specialty will be owned by AmeriPath; AmeriPath will be owned by Holdings; Holdings will be owned by Group Holdings; and Group Holdings will be owned by Welsh Carson, its co-investors, the continuing investors and certain other current stockholders of Holdings.

The board of directors, following the unanimous (with one member absent) recommendation of the special committee, unanimously (with one director absent) approved the merger agreement and the

merger. The board of directors recommends that you vote FOR the approval of the merger agreement and the merger.

Record Date, Quorum and Voting Information

Only holders of record of Specialty common stock at the close of business on December 16, 2005, the record date for the special meeting, will be entitled to notice of and to vote at the special meeting. At the close of business on the record date, shares of Specialty common stock were outstanding and entitled to vote. Of those shares, shares were held by stockholders other than the continuing investors and their affiliates. A list of the Specialty stockholders entitled to vote at the special meeting will be available for review, for any proper purpose relating to the special meeting, at Specialty's executive offices during regular business hours for a period of not less than 10 days prior to the special meeting. Each holder of record of Specialty common stock on the record date will be entitled to one vote for each share held. The presence, in person or by proxy, of the holders of a majority of the outstanding shares of common stock entitled to vote at the special meeting is necessary to constitute a quorum for the transaction of business at the special meeting.

All votes will be tabulated by the inspector of elections appointed for the special meeting, who will separately tabulate affirmative and negative votes, abstentions and broker non-votes. Brokers who hold shares in street name for clients typically have the authority to vote on routine proposals when they have not received instructions from beneficial owners. However, absent specific instructions from the beneficial owner of the shares, brokers are not allowed to exercise their voting discretion with respect to the approval of non-routine matters, such as the merger agreement and the merger. Proxies submitted without a vote by the brokers on these matters are referred to as broker non-votes. Abstentions and broker non-votes are counted for purposes of determining whether a quorum exists at the special meeting.

The affirmative vote of (1) the holders of a majority of the outstanding shares of common stock entitled to vote and (2) the holders of a majority of the outstanding shares of common stock entitled to vote that are not held by the continuing investors and their affiliates is required to approve the merger agreement and the merger. The continuing investors and certain of their affiliates have entered into a voting agreement that will ensure that the first vote is passed, but that will have no effect on the outcome of the second vote. Accordingly, proxies that reflect abstentions and broker non-votes, as well as proxies that are not returned, will have the same effect as a vote against approval of the merger agreement and the merger. The special committee and the board of directors urge the stockholders to complete, sign, date and return the enclosed proxy card in the accompanying self-addressed postage prepaid envelope as soon as possible.

Stockholders who do not vote in favor of approval of the merger agreement and the merger, and who otherwise comply with the applicable statutory procedures and requirements of the CGCL summarized elsewhere in this proxy statement, will be entitled to seek payment of the fair market value of their shares as set forth in Chapter 13 of the CGCL. *See* "Special Factors Dissent Rights of Dissenting Specialty Stockholders" beginning on page 60 and Appendix C to this proxy statement.

Your shares can be voted at the special meeting only if you are present or represented by proxy. Whether or not you plan to attend the special meeting, you are encouraged to vote by proxy to ensure that your shares will be represented. You may vote by completing and mailing a proxy card in the postage-paid envelope provided. Please refer to your proxy card or the information forwarded by your bank, broker or other holder of record to determine which options are available to you.

Proxies; Revocation

Any person giving a proxy pursuant to this solicitation has the power to revoke the proxy at any time before it is voted at the special meeting. A proxy may be revoked by filing, with the Secretary of

Specialty at Specialty's executive offices located at 27027 Tourney Road, Valencia, California 91355, a written notice of revocation or a duly executed proxy bearing a later date, or by attending the special meeting and voting in person. Attendance at the special meeting will not, by itself, revoke a proxy. Furthermore, if a stockholder's shares are held of record by a broker, bank or other nominee and the stockholder wishes to vote at the meeting, the stockholder must obtain from the record holder a proxy issued in the stockholder's name. If a stockholder has instructed a broker to vote the stockholder's shares, the stockholder must follow such broker's directions to change such instructions.

Expenses of Proxy Solicitation

Specialty will bear the entire cost of solicitation of proxies, including preparation, assembly, printing and mailing of this proxy statement, the proxy card and any additional information furnished to stockholders in connection with their proxy. Specialty has retained Innisfree M&A Incorporated to assist in the solicitation of proxies for a fee of $15,000, plus reimbursement of out-of-pocket expenses. Copies of solicitation materials will be furnished to banks, brokerage houses, fiduciaries and custodians holding in their names shares of Specialty common stock beneficially owned by others to forward to the beneficial owners. Specialty will reimburse persons representing beneficial owners of its common stock for their costs of forwarding solicitation materials to the beneficial owners. Original solicitation of proxies by mail may be supplemented by telephone, telegram or other electronic means, or by personal solicitation by directors, officers or other regular employees of Specialty or by representatives of Innisfree M&A Incorporated. No additional compensation will be paid to directors, officers or other regular employees of Specialty for their services in connection with the solicitation of proxies.

Adjournments

If the requisite stockholder vote approving the merger has not been received at the time of the special meeting, holders of Specialty common stock may be asked to vote on a proposal to adjourn or postpone the special meeting, if necessary, to solicit additional proxies in favor of the merger proposal. The board of directors recommends that you vote FOR the approval of any such adjournment or postponement of the meeting, if necessary.

Stock Certificates

Please do not surrender stock certificates at this time. If the merger is completed, the paying agent for the merger will distribute instructions regarding the procedures for exchanging Specialty stock certificates for the merger consideration. *See* "The Merger Agreement Payment for Shares" beginning on page 65.

THE PARTICIPANTS

Specialty Laboratories, Inc.
27027 Tourney Road
Valencia, California 91355
(661) 799-6543

Specialty is a California corporation headquartered in Valencia, California, and is listed for trading on the New York Stock Exchange under the symbol "SP." Specialty performs highly advanced clinical tests used by physicians to diagnose, monitor and treat disease. Offering an extensive menu of specialized testing options, Specialty provides hospitals, laboratories and specialist physicians a single-source solution to their non-routine testing needs. By focusing on complex and technologically advanced testing, Specialty does not generally directly compete with clients for routine testing work and offers clinical testing services that generally complement the laboratory capabilities of its clients. If the merger agreement and the merger are approved by the Specialty stockholders at the special meeting and the merger is completed as contemplated, Specialty will continue its operations following the merger as a private company and a subsidiary of AmeriPath.

AmeriPath Holdings, Inc.
c/o AmeriPath, Inc.
7111 Fairway Drive, Suite 400
Palm Beach Gardens, Florida 33418
(561) 712-6200

Holdings is a Delaware corporation and the sole shareholder of AmeriPath. Holdings is owned by Welsh Carson, its co-investors and certain other stockholders.

Welsh Carson is an investment partnership organized by Welsh, Carson, Anderson & Stowe, one of the largest private equity firms in the United States and the largest in the world focused exclusively on investments in the healthcare services, information and business services and communications services industries. Since its founding in 1979, Welsh, Carson, Anderson & Stowe has organized 14 private investment partnerships with total capital of more than $12.5 billion and has completed over 200 management buyouts and initial investments.

AmeriPath, Inc.
7111 Fairway Drive, Suite 400
Palm Beach Gardens, Florida 33418
(561) 712-6200

AmeriPath is a Delaware corporation headquartered in Palm Beach Gardens, Florida. AmeriPath is a leading national provider of physician-based anatomic pathology, dermatopathology and molecular diagnostic services to physicians, hospitals, national clinical laboratories and surgery centers. AmeriPath's elite team of more than 400 highly trained, board-certified pathologists provides medical diagnostics services in outpatient laboratories owned, operated and managed by AmeriPath, as well as in hospitals and ambulatory surgical centers.

Silver Acquisition Corp.
c/o AmeriPath, Inc.
7111 Fairway Drive, Suite 400
Palm Beach Gardens, Florida 33418
(561) 712-6200

Acquisition Corp. is a Delaware corporation organized by AmeriPath for the purpose of engaging in the merger and the related transactions. Acquisition Corp. has not participated in any activities to

date other than those incident to its formation and the transactions contemplated by the merger agreement. Acquisition Corp. is a wholly-owned subsidiary of AmeriPath.

AmeriPath Group Holdings, Inc.
c/o AmeriPath, Inc.
7111 Fairway Drive, Suite 400
Palm Beach Gardens, Florida 33418
(561) 712-6200

Group Holdings is a Delaware corporation organized by Holdings for the purpose of engaging in the transactions contemplated by the SME agreement. After the effective time of such transactions and the merger, Holdings, AmeriPath and Specialty will be the direct or indirect wholly-owned subsidiaries of Group Holdings and Group Holdings will be owned by Welsh Carson, its co-investors, the continuing investors and certain other current stockholders of Holdings.

Aqua Acquisition Corp.
c/o AmeriPath, Inc.
7111 Fairway Drive, Suite 400
Palm Beach Gardens, Florida 33418
(561) 712-6200

Aqua Acquisition Corp. is a Delaware corporation organized by Group Holdings for the purpose of engaging in the merger contemplated by the SME agreement. Aqua Acquisition Corp. has not participated in any activities to date other than those incident to its formation and the transactions contemplated by the SME agreement. Aqua Acquisition Corp. is a wholly-owned subsidiary of Group Holdings.

SPECIAL FACTORS

General

At the special meeting, Specialty will ask its stockholders to vote on a proposal to approve the merger agreement and the merger of Acquisition Corp. with and into Specialty. We have attached a copy of the merger agreement as Appendix A to this proxy statement. We urge you to read the merger agreement in its entirety because it is the legal document governing the merger.

Background of the Merger

Prior to April 2005, the board of directors of Specialty considered, from time to time, various strategic alternatives to maximize stockholder value, including, but not limited to, mergers, acquisitions, joint ventures and the potential sale of Specialty. In early 2004, Specialty engaged in substantive discussions and diligence activities with another clinical reference laboratory regarding a possible acquisition of Specialty. Specialty's board of directors had previously established a committee to oversee such transaction negotiations, and to make a recommendation to the full board regarding whether or not to proceed with the transaction. The proposed purchase price from the other party was $13 for each share of common stock of Specialty. After negotiations between the parties stalled over significant closing conditions, including the requirement to settle certain ongoing litigation prior to closing, the discussions were ended in March 2004 without a definitive agreement or understanding being reached.

Also in March 2004, Specialty began initial discussions and diligence activities with a small specialized laboratory in California that Specialty was considering to acquire. After determining that the acquisition would create a significant distraction for management, and would provide uncertain benefits to Specialty, discussions regarding the potential acquisition were terminated by Specialty.

In July 2004, Specialty was approached again about a possible acquisition by the same clinical reference laboratory with which it had held discussions in early 2004. The board of directors formed a committee to review the new acquisition proposal, as well as other possible business combination transactions. After additional diligence activities and extensive discussions between Specialty and the potential acquirer, the potential acquirer ended discussions in August 2004 based on questions regarding the potential for the combined company to achieve certain necessary synergies.

Beginning in October 2004, Specialty evaluated, on a preliminary basis, potential merger and acquisition opportunities for Specialty, including the possibility of selling all or a majority stake in Specialty to a strategic or financial buyer, or possibly taking Specialty private. At the request of the board of directors, Specialty's management explored certain merger and acquisition opportunities, and engaged in discussions with several possible merger or acquisition partners. However, these discussions were preliminary in nature, and did not result in any definitive agreement or understandings.

The board of directors of Specialty did not seek out proposals from other possible buyers (other than AmeriPath) with respect to a possible acquisition of Specialty after April 2005.

During April and May 2005, Mr. Whitney of Specialty had several discussions separately with Scott Mackesy of Welsh Carson and Keith Laughman of AmeriPath in which they informally discussed possible mutual business interests between the two companies, including a possible acquisition by Specialty of AmeriPath's esoteric testing business or the creation of a joint venture comprising the esoteric testing businesses of the two companies.

During the same time period, and continuing thereafter, Dr. Peter and Mr. Laughman periodically discussed possible mutual business interests between the two companies and business transactions the companies might consider.

On May 25, 2005, Donald Steen and Mr. Laughman of AmeriPath met with Dr. Peter and Mr. Whitney of Specialty in Los Angeles to discuss possible strategic transactions involving the two

companies. Discussions at this meeting focused on the strategic and business rationale of combining the esoteric testing capabilities of the two companies, as well as a possible joint venture involving the esoteric testing businesses of the two companies, or the possible acquisition by Specialty of AmeriPath's esoteric testing business.

During the month of June 2005, representatives of Specialty and AmeriPath held additional discussions regarding potential transactions. During the course of these discussions, representatives of AmeriPath indicated their preference for a business combination between AmeriPath and Specialty as opposed to an esoteric testing business joint venture or an acquisition by Specialty of AmeriPath's esoteric testing business. Also, during the month of June 2005, Mr. Whitney had various discussions with other members of Specialty's board in order to keep them updated as to the status of the discussions and to solicit feedback related to the potential transaction alternatives being discussed.

On June 15, 2005, Specialty and AmeriPath entered into a confidentiality agreement.

On June 21 and 22, Mr. Laughman, Dr. Jeffrey Mossler and other representatives of AmeriPath and Welsh Carson met Mr. Schreiber, Mr. Whitney and Dr. Peter at Specialty's facility in Valencia, California. During these meetings, representatives of Specialty provided preliminary due diligence materials and described the status of operating initiatives at Specialty and the parties discussed possible synergies from a business combination.

During late June 2005, representatives of Specialty and JPMorgan discussed, on a preliminary basis, the structure and terms of a potential transaction with AmeriPath.

On June 24, Mr. Steen contacted Mr. Whitney to propose on a preliminary basis to acquire all the Specialty common stock held by the public and a portion of the Specialty common stock held by Dr. Peter and his affiliates at a price of $12 in cash per share. As part of that preliminary proposal, the remaining Specialty common stock held by Dr. Peter and his affiliates would be required to be exchanged for stock of Holdings. This exchange of stock would be based on a value for Holdings common stock of $6 per share, which would be the same price as existing Holdings stockholders would invest the cash required for the proposed acquisition of Specialty, and a value for Specialty common stock equal to the per share cash consideration payable to other stockholders in the proposed transaction. Mr. Whitney indicated in this conversation that $12 per share was not likely to be a price that was acceptable to the Specialty board but that he believed there would be an interest in continuing the discussions regarding a potential business combination. Mr. Whitney subsequently updated members of the board regarding the price and other terms of AmeriPath's proposal.

On the following days, Mr. Whitney and Mr. Steen had several additional discussions regarding the proposed transaction. Mr. Whitney continued to indicate that the proposed price of $12 in cash per share of Specialty was not acceptable.

Effective June 28, 2005, Specialty engaged JPMorgan as its financial advisor in connection with the proposed transaction. Specialty had previously engaged JPMorgan to provide strategic advice on matters unrelated to the proposed transaction.

On June 30, 2005, Specialty engaged O'Melveny & Myers LLP as its legal advisor in connection with the proposed transaction.

On July 1, 2005, Mr. Whitney of Specialty spoke with Mr. Steen and Jarod Moss of AmeriPath. During that conversation, AmeriPath increased the price of their preliminary proposal to a range of $12 to $13 per share. On that date, trading in the Specialty common stock closed on the New York Stock Exchange at $8.38 per share.

On July 6, 2005, Dr. Peter and Mr. Whitney of Specialty met with Mr. Laughman and Dr. Mossler of AmeriPath in Phoenix to discuss the AmeriPath business plan and activities and to further the

discussions regarding the possible strategic transaction. At this meeting, AmeriPath provided preliminary due diligence materials regarding its business.

On July 12, 2005, Specialty held a special board meeting to discuss on a preliminary basis a possible transaction with AmeriPath. Representatives of JPMorgan and O'Melveny & Myers LLP attended the meeting. JPMorgan discussed with the board its preliminary views of various financial analyses related to the preliminary proposal made by AmeriPath. O'Melveny & Myers LLP advised the board regarding its fiduciary duties in connection with a possible transaction, and described the possible advantages of including a condition to the transaction that it be supported by a majority of the stockholders not affiliated with the continuing investors (the majority of the minority condition), and the possibility of forming a special committee if and when discussions with AmeriPath had progressed further. The board discussed the formation of a special committee; however, it determined that the formation of a special committee at that time was not appropriate given the preliminary stage of the discussions with AmeriPath. O'Melveny & Myers LLP also made a presentation to the board regarding possible structuring alternatives for the proposed transaction in order to obtain tax-deferred treatment for the potential investment by Dr. Peter and his affiliates in the combined company. Given that the AmeriPath proposal contemplated a potential investment by Dr. Peter and his affiliates, the board also considered a preliminary analysis of the potential value creation that could be generated by the combined company. In its review, the board noted that, assuming various operational and revenue synergies were realized over a period of several years following the proposed transaction and certain other assumptions proved correct, such preliminary analysis indicated that an equity interest in the combined company could have an implied value of approximately $26 per share of Specialty common stock contributed by the continuing investors. Following the foregoing discussions and review, the board instructed Mr. Whitney and Specialty's advisors to proceed with further discussions regarding the transaction proposed by AmeriPath.

During the following weeks, JPMorgan and Specialty, on the one hand, and AmeriPath and Welsh Carson, on the other hand, engaged in further discussions regarding valuations of both Specialty and AmeriPath, and AmeriPath provided additional confidential information regarding its business.

On July 28, 2005, representatives of Specialty and JPMorgan held a meeting to discuss possible responses to the offer from AmeriPath. They concluded that a counter-proposal of $14.50 in cash per share would constitute an appropriate subsequent negotiating position, and that Specialty should make a counter-proposal at that price.

Later on July 28, 2005, representatives of JPMorgan called Mr. Mackesy of Welsh Carson and indicated that Specialty expected a purchase price of $14.50 per share in the proposed transaction. On the same day, Mr. Whitney of Specialty called Mr. Steen of AmeriPath and delivered the same message.

Over the course of the next several days, representatives of Specialty and JPMorgan, on the one hand, and AmeriPath and Welsh Carson, on the other hand, held several discussions regarding the proposed cash purchase price for Specialty common stock in the proposed transaction.

On August 8, 2005, Welsh Carson sent a letter to JPMorgan indicating that AmeriPath would be willing to raise its offer for Specialty common stock from a range of $12 to $13 per share to $13 per share. Any such offer by AmeriPath remained subject to, among other things, Dr. Peter's agreement to cause his affiliates to exchange a substantial portion of their existing Specialty common stock for Holdings common stock as part of the transaction and the completion of due diligence by AmeriPath. On that date, trading in the Specialty common stock closed on the New York Stock Exchange at $9.71 per share.

On August 10, 2005, the board of Specialty met. JPMorgan and Mr. Whitney updated the board regarding discussions with AmeriPath and the letter received from Welsh Carson on August 8, 2005.

Following discussions regarding possible responses to Ameripath's offer, the board instructed JPMorgan to communicate to Ameripath that Specialty had price expectations of at least $14 per share.

On August 15, 2005, representatives of JPMorgan discussed valuation and other terms of the proposed transaction with Mr. Mackesy of Welsh Carson. As instructed by the board of Specialty, JPMorgan indicated that Specialty had price expectations of at least $14 per share.

On August 17, 2005, Mr. Mackesy of Welsh Carson contacted a representative of JPMorgan to propose a revised merger price of $13.25 per share and indicated that this constituted their best and final offer. On that date, trading in the Specialty common stock closed on the New York Stock Exchange at $9.62 per share.

On August 18, 2005, the board of Specialty met. The board discussed the revised merger price proposal of $13.25 made by AmeriPath and authorized representatives of Specialty to proceed with negotiations on that basis. The board determined that the discussions with AmeriPath had progressed to a point at which the formation of a special committee was appropriate, and the board then approved the formation of a special committee, consisting of all members of the board other than Dr. Peter and Ms. Estes. Mr. Whitney was named as the Chairman of the special committee. All members of the special committee were and are independent of and had and have no economic interest or expectancy of an economic interest in the continuing investors, Welsh Carson, Group Holdings, Holdings, AmeriPath, or the surviving corporation (except that Mr. Weavil may continue as an employee of Specialty, AmeriPath or their affiliates following the closing of the merger). The special committee was authorized to review the possible strategic transaction with AmeriPath and the terms and conditions of any such transaction, to determine if the proposed transaction was in the best interest of Specialty and its stockholders and, if so, to recommend the proposed transaction to the board and Specialty's stockholders or, if not, to recommend to the board that it reject the proposed transaction. Following the board meeting, the board instructed JPMorgan to, in addition to continuing to assist the board, render assistance to the special committee in connection with its evaluation of and deliberations regarding the merger.

The special committee met following the board meeting, with O'Melveny & Myers LLP and JPMorgan present, and discussed the possible structure of the transaction with AmeriPath, including the price proposed. JPMorgan discussed the provision of an opinion as to the fairness of the cash price offered to the stockholders other than the continuing investors and their affiliates. The special committee also discussed the possibility of including in the merger agreement a majority of the minority condition, as previously considered by the board, and agreed to discuss such matters further after review and discussion by outside and internal legal counsel.

During the following weeks, Specialty provided confidential information to AmeriPath and representatives of AmeriPath met with employees and representatives of Specialty to discuss Specialty's business.

Between August 30, 2005 and September 2, 2005, O'Melveny & Myers LLP and Guth Christopher LLP, counsel to Specialty Family Limited Partnership (in which capacity it negotiated certain matters with respect to certain of that entity's partners, which include Dr. Peter and Ms. Estes), exchanged preliminary drafts of the merger agreement and the SME agreement.

On September 7, 2005, O'Melveny & Myers LLP circulated initial drafts of the merger agreement and the SME agreement, as well as a term sheet prepared by Guth Christopher LLP for a shareholders' agreement and a registration rights agreement for the continuing investors, to Ropes & Gray LLP, counsel to AmeriPath. The draft merger agreement included a majority of the minority condition and a "fiduciary out" provision under which Specialty could terminate the agreement in order to enter into a superior transaction in return for the payment of a termination fee.

On September 13, 2005, Ropes & Gray LLP circulated comments on the merger agreement and on the term sheet for the shareholders' agreement and the registration rights agreement for the continuing investors.

On September 15, 2005, the special committee and the board held meetings. JPMorgan and O'Melveny & Myers LLP presented an update of the status of negotiations to both the special committee and the board.

Also on September 15, 2005, Ropes & Gray LLP circulated an initial draft of the voting agreement to be entered into by the continuing investors. The draft voting agreement, among other things, required the continuing investors to vote in favor of the merger, to vote against any competing transaction for a period of 18 months even if the merger agreement were terminated in accordance with its terms, and to pay to AmeriPath 50% of any increase in consideration paid to the continuing investors in respect of their Specialty stock over the amounts that would be otherwise payable pursuant to the merger agreement.

On September 19, 2005, Ropes & Gray LLP circulated comments on the SME agreement.

On September 20 and 21, 2005, representatives of AmeriPath, Welsh Carson, Specialty and JPMorgan met in Valencia. At these meetings, AmeriPath discussed the results of its due diligence investigation of Specialty and the parties discussed various open terms of the proposed transaction. Separately, Dr. Peter and Mr. Whitney met with representatives of AmeriPath and Welsh Carson to discuss open business points in the arrangements to be entered into between the continuing investors and AmeriPath and its affiliates.

On September 22, 2005, O'Melveny & Myers LLP, Ropes & Gray LLP and Guth Christopher LLP met to begin negotiating the merger agreement, the SME agreement, the voting agreement, the shareholders' agreement, the registration rights agreement and a services agreement to be entered into by Dr. Peter and AmeriPath.

Also on September 22, 2005, the board held a meeting to discuss the proposed transaction. Mr. Whitney summarized for the board the status of discussions and negotiations between Specialty and AmeriPath.

On September 23, 2005, Ropes & Gray LLP contacted O'Melveny & Myers LLP to propose revised transaction terms, which included eliminating the majority of the minority condition in exchange for AmeriPath removing the provision in the voting agreement that would have required the continuing investors to vote against a competing transaction even if Specialty terminated the merger agreement in accordance with its terms. As part of that proposal, Specialty would pay a termination fee to AmeriPath in the amount of $8.0 million plus up to $2.0 million in expenses upon termination of the merger agreement in certain circumstances. In addition, the proposal continued to include a condition to closing that dissent rights not be exercised with respect to more than 5% of the Specialty common stock.

On September 26, 2005, O'Melveny & Myers LLP responded to this proposal and, among other things, insisted that the transaction include a majority of the minority condition. Later on the same day, Ropes & Gray LLP contacted O'Melveny & Myers LLP to propose further revised transaction terms. The proposal included acceptance of the majority of the minority condition in exchange for an increase in the amount of the proposed termination fee to $20.0 million, inclusive of expenses. The proposal also included acceptance of a threshold of 10% with respect to the dissenting shares closing condition.

On September 27, 2005, the board of Specialty met, with JPMorgan, O'Melveny & Myers LLP and Guth Christopher LLP attending. Mr. Whitney and Specialty's advisors updated the board on the status of negotiations and the principal outstanding issues, including, among others, the majority of the minority vote, the amount of the termination fee, and certain closing conditions, including the requirement that dissent rights not be exercised with respect to more than 10% of the Specialty

common stock. Following the board meeting, the special committee met and reviewed the issues discussed at the board meeting, and instructed representatives of Specialty to maintain the majority of the minority vote condition and to discuss with representatives of AmeriPath certain proposals regarding the termination fee and closing conditions.

Later on September 27, 2005, Ropes & Gray LLP contacted O'Melveny & Myers LLP to propose an amendment to the transaction terms proposed the previous day. The amended proposed transaction terms would provide that the fee to be paid by Specialty in the event that the merger was not approved by the minority shareholders would be $5.0 million, rather than the $20.0 million termination fee payable in certain other circumstances.

On September 28, 2005, AmeriPath circulated to Specialty a draft commitment letter that it had received from Wachovia Bank, NA and other banks to provide debt financing for the merger and the related transactions.

On the morning of September 28, 2005, the special committee met for several hours, with JPMorgan and O'Melveny & Myers LLP attending. At this meeting, JPMorgan presented its financial analysis of Specialty and the proposed consideration of $13.25 per share in cash to be received in the merger by the holders of Specialty common stock other than the continuing investors. JPMorgan discussed the status of its internal process and explained that, based upon and assuming no change in then available information, it expected to be able to give its opinion at a board meeting on September 29, 2005 that, as of such date, based upon and subject to the considerations described in its written opinion and other matters as JPMorgan considered relevant, the consideration of $13.25 per share in cash to be received in the merger by the holders of Specialty common stock other than the continuing investors and their affiliates would be fair, from a financial point of view, to such holders. Also at this meeting, the special committee reviewed in detail with O'Melveny & Myers LLP the current agreed terms of the transaction, including the terms that the special committee had previously insisted upon: the fact that the merger agreement included a "fiduciary out" provision under which Specialty could terminate the agreement in order to enter into a superior transaction, in return for the payment of a termination fee; the fact that the merger would be contingent on the approval of a majority of the unaffiliated stockholders; and the fact that the voting agreement would not include a provision requiring the continuing investors to vote against a competing transaction even if the merger agreement were terminated in accordance with its terms. The special committee also reviewed in detail with O'Melveny & Myers LLP the significant open issues in the transaction, including the terms of the financing commitment letter and the amount of the termination fees payable in certain circumstances. The special committee provided Specialty's management and advisors with parameters as to termination fee amounts that would be acceptable to Specialty, and instructed Specialty's advisors to continue negotiations with AmeriPath and its advisors. The special committee also considered whether to request that AmeriPath increase the cash consideration to be paid in the merger.

Following the special committee meeting, the board held a meeting, with JPMorgan, O'Melveny & Myers LLP and Guth Christopher LLP attending. At this meeting, JPMorgan presented its financial analysis of Specialty and the proposed $13.25 per share merger consideration to be received by the holders of Specialty common stock other than the continuing investors in the merger. JPMorgan confirmed that, based upon and assuming no change in then available information, it expected to be able to give its opinion at a board meeting on September 29, 2005 that, as of such date, based upon and subject to the considerations described in its written opinion and other matters as JPMorgan considered relevant, the consideration of $13.25 per share in cash to be received in the merger by the holders of Specialty common stock other than the continuing investors and their affiliates would be fair, from a financial point of view, to such holders. Members of the special committee and Specialty's advisors advised Dr. Peter and Ms. Estes of the status of the negotiations with AmeriPath. Dr. Peter and Ms. Estes indicated their agreement with the instructions given by the special committee. Also at that meeting, the board agreed in principle to the payment of certain fees (in an aggregate amount of

up to $300,000) to those members of the special committee who were most extensively involved in negotiating the merger with AmeriPath and overseeing the negotiations and sale process, which were all the members of the special committee other than Mr. Hubbard C. Howe and Mr. Weavil. Such fees were to be determined at a later date and approved by the full board. The board also authorized a separate payment in the amount of $100,000 to Mr. Whitney in connection with his services as Chairman of the Board since his appointment to that position on February 5, 2005, including his work on the proposed merger with AmeriPath. Mr. Whitney and Mr. Schreiber were present for portions of the meeting discussing such payments to the special committee and to Mr. Whitney, and then left the meeting prior to the final deliberations and decisions with respect to such payments.

On September 29, 2005, the special committee and the board each met twice to discuss further the merger agreement and the status of negotiations of the remaining open issues. All members of the special committee and the board, other than Mr. Howe, were present at each of these meetings. Representatives of JPMorgan and O'Melveny & Myers LLP attended each special committee and board meeting, and representatives of Guth Christopher LLP attended each board meeting.

At the first meeting of the special committee on September 29, 2005, after a thorough discussion of the remaining open issues, the special committee instructed JPMorgan to propose to AmeriPath a compromise position on the open issues, including a termination fee in the amount of $12.0 million plus up to $1.0 million in expenses, and a fee of $1.0 million payable to AmeriPath to cover its expenses in the event that the minority shareholders failed to approve the merger. Although the special committee considered that the purchase price of $13.25 in cash per share was fair, in the context of the resolution of the final outstanding issues, the special committee considered it advisable and appropriate to propose an increase in the purchase price. Accordingly, as part of this proposal, the special committee instructed JPMorgan to propose an increase in the purchase price to an amount of $13.75 per share.

Following this meeting of the special committee, the board held a meeting and members of the special committee and Specialty's advisors advised Dr. Peter and Ms. Estes of the status of the negotiations with AmeriPath. After a lengthy discussion, the board indicated its agreement with the proposed compromise position and the instructions given by the special committee to JPMorgan.

Subsequently, Dr. Peter called Mr. Whitney to inform him that the continuing investors would be willing to forgo a price increase above $13.25 for their shares, and that Mr. Whitney and Specialty's advisors could proceed to attempt to negotiate a higher price for the unaffiliated stockholders only. Mr. Whitney informed JPMorgan of the substance of this conversation and instructed JPMorgan to convey this message to AmeriPath.

JPMorgan then contacted representatives of AmeriPath and discussed the proposal authorized by the special committee and the board, together with the continuing investors' willingness to forgo their share of any price increase above $13.25 that would otherwise be received by the continuing investors and their affiliates.

Later in the evening of September 29, 2005, at the second meeting of the special committee, JPMorgan reported that representatives of AmeriPath had agreed to a termination fee in the amount of $13.0 million, inclusive of expenses, and to a fee of $1.0 million payable in the event that the minority shareholders failed to approve the merger, but had not agreed to an increase in the purchase price. JPMorgan then (as instructed by the board) provided the special committee with JPMorgan's oral opinion that would be rendered at the next board meeting that as of that date, based upon and subject to the considerations described in its written opinion and other matters as JPMorgan considered relevant, the consideration of $13.25 per share in cash to be received in the merger by the holders of Specialty common stock other than the continuing investors and their affiliates would be fair, from a financial point of view, to such holders. All members of the special committee present at the meeting,

after discussion, unanimously agreed that it was in the best interests of Specialty and the unaffiliated stockholders to proceed with the transaction, and agreed to recommend the transaction to the board.

The board then held a meeting. Members of the special committee and Specialty's advisors advised Dr. Peter and Ms. Estes of the terms of the proposed transaction with AmeriPath and the special committee's conclusion that the transaction was in the best interests of Specialty and the unaffiliated stockholders. JPMorgan then provided its oral opinion to the board that, as of that date, based upon and subject to the considerations described in its written opinion and other matters as JPMorgan considered relevant, the consideration of $13.25 per share in cash to be received in the merger by the holders of Specialty common stock other than the continuing investors and their affiliates was fair, from a financial point of view, to such holders. On September 29, 2005, JPMorgan subsequently delivered its written opinion to the board, dated September 29, 2005, to the same effect. After JPMorgan provided its oral opinion to the board, all members of the board present at the meeting, after discussion and based on the factors discussed above, unanimously adopted the recommendation of the special committee, declared that the terms of the merger and the merger agreement were advisable and procedurally and substantively fair to and in the best interests of Specialty and the unaffiliated stockholders, and approved the merger agreement and the merger. Dr. Peter and Ms. Estes did not recuse themselves from the decision of the board approving the merger agreement and the merger since the special committee, which consisted of all the members of the board other than Dr. Peter and Ms. Estes, had already extensively deliberated regarding and had approved the merger agreement and the merger; in addition, the votes of Dr. Peter and Ms. Estes were not needed to receive approval of a majority of the board members present and therefore they were not in a position to determine its decision.

Later on the night of September 29, 2005, Specialty, AmeriPath and the other parties to the merger agreement executed the merger agreement, and the parties to the voting agreement and the SME agreement executed those agreements.

On the morning of September 30, 2005, Specialty issued a press release announcing that it had entered into a definitive merger agreement with Holdings, AmeriPath and Acquisition Corp. In the same press release, Specialty also announced that the voting agreement and the SME agreement had been entered into by the parties to those agreements.

From the commencement of discussions between Specialty and AmeriPath, despite volatility in Specialty's stock price, Specialty was not contacted by any third party to discuss a potential strategic transaction.

Recommendation of the Special Committee and the Board of Directors and Reasons for the Merger

The special committee unanimously (with one member absent) determined that the terms of the merger agreement, including the merger consideration of $13.25 in cash per share of common stock, and the merger are advisable and procedurally and substantively fair to, and in the best interests of, the unaffiliated stockholders. As a result, the special committee unanimously (with one member absent) adopted resolutions supporting the merger and recommending that the board of directors approve and declare advisable the merger agreement and the merger. In making these determinations, the special committee considered a number of factors, as more fully described above under " Background of the Merger" and below under " Reasons for the Special Committee's Determination."

After receiving the special committee's recommendation, the board of directors unanimously (with one director absent) agreed that it was in the best interests of the unaffiliated stockholders to proceed with the merger. Thereafter, the board of directors adopted the recommendation of the special committee, found that the merger agreement and the merger were advisable and procedurally and substantively fair to, and in the best interests of, the unaffiliated stockholders and unanimously (with one director absent) approved the merger agreement and the merger. **The board of directors recommends that stockholders vote FOR the approval of the merger agreement and the merger.**

Reasons for the Special Committee's Determination. The members of the special committee are all the members of the board other than Dr. Peter and Ms. Estes. The special committee members, with the exception of Mr. Weavil, who is the Chief Executive Officer of Specialty, are not officers or employees of Specialty. The special committee members are independent of and have no economic interest or expectancy of an economic interest in the continuing investors, Welsh Carson, Group Holdings, Holdings, AmeriPath, or the surviving corporation (except that Mr. Weavil may continue as an employee of Specialty, AmeriPath or their affiliates following the closing of the merger). Whether the merger is completed or not, certain special committee members will be paid up to a total amount of $300,000 in the aggregate for their service on the special committee, in addition to Specialty's standard committee fees, and will be reimbursed for out-of-pocket expenses incurred in connection with that service. The $300,000 in fees were awarded to members of the special committee as follows: Mr. Whitney, $87,500; Mr. Schreiber, $87,500; Mr. DeFreece, $62,500; and Mr. Nydam, $62,500. In addition to the foregoing payments to be made, Mr. Whitney was awarded the amount of $100,000, which has already been paid, for his services as a member of the special committee and as Chairman of the board of directors. Furthermore, pursuant to the terms of Mr. Schreiber's consulting agreement, Mr. Schreiber is entitled to a payment equal to six times his monthly consulting fee, or a total amount of approximately $163,000, upon a change of control of Specialty, which would include the completion of the merger. The special committee members also have certain other interests that may be in addition to or different from the interests of the unaffiliated stockholders, as described under " Interests of Certain Persons in the Merger Interests of Specialty Directors and Executive Officers in the Merger". Because of these interests, the interests of the special committee and the unaffiliated stockholders of Specialty may not be aligned. *See* " Interests of Certain Persons in the Merger Interests of Specialty Directors and Executive Officers in the Merger" beginning on page 48.

In recommending the approval of the merger agreement and the merger to the board of directors, the special committee considered the following material factors that it believed supported its recommendation:

the merger consideration of $13.25 per share was payable in cash and represented a substantial premium over the market price of common stock of Specialty before the public announcement of the execution of the merger agreement, namely, approximately a 27% premium over the average trading price of $10.44 for the three months preceding the public announcement of the execution of the merger agreement;

JPMorgan's opinion rendered to Specialty's board of directors (and, as instructed by Specialty's board of directors, provided to the special committee), to the effect that as of September 29, 2005, based upon and subject to the considerations described in its opinion and other matters as

JPMorgan considered relevant, the consideration to be received by holders of Specialty common stock other than the continuing investors and their affiliates in the merger was fair, from a financial point of view, to such holders of Specialty common stock, and the related financial presentation presented to the board and the special committee in connection therewith (as described under " Opinion of the Financial Advisor to the Board"), which opinion and related financial presentation were expressly adopted by the special committee as part of the special committee's fairness determination (The opinion of JPMorgan addressed the fairness, from a financial point of view, of the consideration to be received by all holders of Specialty common stock other than the continuing investors and their affiliates, rather than all holders of Specialty common stock not affiliated with Specialty. However, based on the additional factors discussed in this section, the special committee determined that the consideration was fair to all holders of Specialty common stock not affiliated with Specialty);

the ability of the unaffiliated stockholders to recognize a significant cash value through the cash proceeds of the merger versus continued risks and uncertainties of operating as a stand-alone company, and of holding an illiquid investment of undetermined value in Group Holdings, which

risks and uncertainties will be borne solely by the stockholders of Group Holdings after the merger, and not by the public stockholders of Specialty;

the special committee's familiarity with Specialty's recent, current and anticipated future financial performance and the effects of such financial performance on the potential stock market performance of Specialty common stock;

the fact that the special committee understood that AmeriPath, Holdings and Group Holdings did not intend to publicly offer equity securities as part of any potential transaction and, as a result, the combination of stock of Group Holdings and cash to be received by the continuing investors in the transaction would not be available to the unaffiliated stockholders;

the terms of the merger agreement, including the cash price, the ability to consider unsolicited offers by other possible buyers, the requirement that the merger receive the approval of not only the holders of a majority of shares of Specialty common stock but also the holders of a majority of Specialty common stock excluding the continuing investors and their affiliates, and the amount of the termination fee (which the special committee believed should not unduly discourage other possible buyers from offering acquisition proposals that are more favorable than the transactions contemplated by the merger agreement);

the agreement of Holdings that any impact of changes in law (to the extent such changes exist or have been proposed prior to September 29, 2005) and changes in reimbursement practices of customers will not constitute a material adverse effect with respect to Specialty that would result in the failure of Specialty to satisfy a condition to closing of the merger;

the fact that, under certain circumstances described in the merger agreement, Specialty may provide information and participate in negotiations with respect to other possible buyers that have submitted acquisition proposals and may terminate the merger agreement to accept a superior proposal;

the fact that the voting agreement would not prohibit the continuing investors and their affiliates from approving a competing transaction in the event that the merger agreement is terminated;

its review of the alternatives to a sale of Specialty, including maintaining the status quo; and

the nature of the financing commitments received by AmeriPath and Holdings with respect to the merger, including the conditions to those financing commitments.

The special committee did not consider any firm acquisition proposals from other possible buyers with respect to a merger or consolidation, sale of assets or other change of control of Specialty because no such proposals were made during the past three years (although the special committee was aware that Specialty had at times during that period entered into negotiations that did not result in firm offers). Similarly, the special committee did not assign any significance to recent purchases of Specialty common stock by any of the affiliates of the continuing investors described under " Common Stock Purchase Information" beginning on page 57. In addition, the special committee did not consider a possible liquidation transaction as a viable alternative because the value of Specialty is tied to its existence as an integrated going concern. Specialty is essentially a service company, and its tangible assets are incidental to its service operations. As a result, the value of Specialty is tied to its existence as an integrated going concern. Moreover, a portion of Specialty's success is attributable to its position and reputation in the industry. As a result, the special committee concluded that any liquidation of Specialty's assets, or any break-up, spin-off and piecemeal sale of Specialty's business or assets, would not maximize stockholder value. Therefore, the special committee did not consider a possible liquidation value. Further, the special committee did not consider net book value, which is an accounting concept, as a factor because the merger consideration of $13.25 per share is significantly higher than $4.29, the net book value per share of Specialty common stock at June 30, 2005.

The special committee also determined that the merger is procedurally fair because, among other things:

- the board of directors established a special committee of independent directors to consider and negotiate the merger agreement;

- the special committee consists solely of directors who are not officers or employees of Specialty (other than Mr. Weavil, who is the Chief Executive Officer of Specialty), and who are independent of and have no economic interest or expectancy of an economic interest in the continuing investors, Welsh Carson, Group Holdings, Holdings, AmeriPath, or the surviving corporation (except that Mr. Weavil may continue as an employee of Specialty, AmeriPath or their affiliates following the closing of the merger);

- the special committee was given authority, pursuant to resolutions adopted by the board of directors, to, among other things, evaluate, negotiate and recommend the terms of the proposed transaction or to recommend that the board reject the proposed transaction;

- the cash merger consideration of $13.25 per share and other terms and conditions of the merger agreement resulted from arm's-length negotiations between the special committee and AmeriPath;

- the continuing investors were represented by their own counsel, and counsel and the financial advisor to the board and the special committee did not represent the continuing investors;

- the continuing investors did not participate in or have any influence on the deliberative process of, or the conclusions reached by, the special committee or the negotiating positions of the special committee;

- the merger must be approved not only by the holders of a majority of shares of Specialty common stock but also by holders of a majority of the shares of Specialty common stock excluding the continuing investors and their affiliates;

- subject to certain conditions, including the payment of a termination fee under certain circumstances, the merger agreement permits the board of directors to exercise its fiduciary duties to consider alternative transactions if it believes that an acquisition proposal received from another possible buyer after the date of the merger agreement could result in a superior proposal;

- the special committee discussed the range of termination fees in other public company merger transactions, based on the experience of O'Melveny & Myers LLP, and concluded that the termination fee of $13.0 million (or approximately 4% of the equity value of Specialty), inclusive of expenses, was within this range, and that the obligation to pay this fee should not unduly discourage other possible buyers from offering acquisition proposals that are more favorable than the merger agreement proposed by AmeriPath;

- the special committee believed that the expense reimbursement of up to $1.0 million to be paid in the event that the unaffiliated stockholders vote against the approval of the merger would not unduly discourage the unaffiliated stockholders from rejecting the merger if they do not wish to consummate the merger; and

- under California law, the stockholders of Specialty have the right to demand payment of the fair market value of their shares, which rights are described below under " Dissent Rights of Dissenting Specialty Stockholders" beginning on page 60 and Appendix C to this proxy statement.

In light of the creation of the special committee and the fact that the use of a special committee of this type is a well-recognized mechanism to achieve fairness in transactions such as the merger, the

non-employee directors of Specialty determined that the appointment of an additional representative unaffiliated with Specialty or the continuing investors to act solely on behalf of the stockholders of Specialty that are not affiliated with the continuing investors to further protect their interests in connection with the negotiation of the merger agreement or the evaluation of the fairness of the merger was not necessary.

In connection with its review of the merger agreement, the merger and the related transactions, the special committee also considered the following risks and other potentially material negative factors concerning the merger:

- the fact that the obligation of AmeriPath to complete the merger is conditioned upon the receipt of financing by AmeriPath, as discussed below in " Merger Financing" beginning on page 52, and that AmeriPath may not secure any financing for a variety of reasons, including reasons beyond the control of Specialty or AmeriPath;

- the specific wording of language in the merger agreement and in AmeriPath's financing commitment relating to the occurrence of a material adverse effect on Specialty's business that could cause the merger not to close, including the fact that the risk of a material adverse effect arising from changes or proposed changes in laws following the date of the merger agreement will be borne by Specialty and not by AmeriPath;

- the fact that if the merger is not consummated under circumstances further discussed in "The Merger Agreement Termination" beginning on page 78 and "The Merger Agreement Fees and Expenses; Termination Fee" beginning on page 79, Specialty may be required to pay a termination fee to AmeriPath;

- the fact that, after the effective date of the merger, the unaffiliated stockholders would cease to participate in any future earnings growth of Specialty or benefit from any increase in the value of Specialty;

- the fact that the continuing investors will receive equity of Group Holdings in exchange for a portion of their Specialty common stock and, as noted in " Background of the Merger" beginning on page 20, the value of that equity could potentially be significantly greater than the value of the cash consideration under the merger;

- the fact that certain directors and officers of Specialty have interests in the merger that are different from, or in addition to, the interests of Specialty stockholders generally, as further discussed in " Interests of Certain Persons in the Merger Interests of Specialty Directors and Executive Officers in the Merger" beginning on page 48;

- the fact that the unaffiliated stockholders, after the effective date of the merger, would be required to surrender their shares involuntarily in exchange for a cash price determined by the special committee and the board of directors and would not have the right to liquidate their shares at a time and for a price of their own choosing; and

- the fact that the Specialty common stock contributed by the continuing investors for equity of Group Holdings will benefit from tax-deferred treatment, while the merger would be a taxable transaction and that the stockholders of Specialty may be subject to taxation on the proceeds of the merger.

The foregoing describes all of the material factors considered by the special committee in its consideration of the merger and alternatives to the merger. After considering these factors, the special committee concluded that the positive factors relating to the merger outweighed the negative factors and that the merger constituted a more attractive transaction for stockholders than the alternatives described above. Because of the variety of factors considered, the special committee did not find it practicable to quantify or otherwise assign relative weights to, and did not make specific assessments of,

the specific factors considered in reaching its determination. In addition, each member of the special committee may have assigned different weights to various factors. The determination of the special committee was made after consideration of all factors taken as a whole.

Reasons for the Board of Directors' Determination. The board of directors of Specialty consists of eight directors, all of whom except for Dr. Peter and Ms. Estes serve on the special committee. In reporting to the Specialty board of directors regarding its determination and recommendation, the special committee, with the legal and financial advisors of the board participating, advised the other members of the board of directors of the course of negotiations with AmeriPath and its legal counsel, its review of the merger agreement and the related financing commitments and the factors that the special committee considered in reaching its determination that the terms of the merger agreement and the merger are advisable and fair to, and in the best interests of, the unaffiliated stockholders. On September 29, 2005, JPMorgan provided its written opinion, dated September 29, 2005, to the board of directors which stated that, as of that date, and based upon and subject to the assumptions made, matters considered, qualifications and limitations set forth in the written opinion, the consideration of $13.25 per share in cash to be received in the merger by the holders of Specialty common stock other than the continuing investors and their affiliates was fair from a financial point of view to such holders, and presented a related financial presentation to the board in connection therewith. After receiving the special committee's recommendation with respect to the approval of the merger agreement and the merger and listening to the presentation of JPMorgan, the board of directors unanimously (with one director absent) agreed that it was in the best interests of the unaffiliated stockholders to proceed with the merger. Thereafter, the board of directors adopted the recommendation of the special committee, found that the merger agreement and the merger are advisable and procedurally and substantively fair to, and in the best interests of, the unaffiliated stockholders and unanimously (with one director absent) approved the merger agreement and the merger. As part of its determination with respect to the merger, the board of directors adopted the fairness analysis and conclusion of the special committee and the opinion of JPMorgan and the related financial presentation presented to the board and the special committee in connection therewith, and adopted and relied upon each of the factors, both positive and negative, considered by the special committee in respect of such fairness analysis and conclusion, based upon the board of directors' view as to the reasonableness of such fairness analysis and conclusion. The opinion of JPMorgan addressed the fairness, from a financial point of view, of the consideration to be received by all holders of Specialty common stock other than the continuing investors and their affiliates, rather than all holders of Specialty common stock not affiliated with Specialty. However, based on the additional factors discussed above, the board of directors determined that the consideration was fair to all holders of Specialty common stock not affiliated with Specialty. In light of the wide variety of factors considered in its evaluation of the merger, the board of directors did not find it practicable to quantify or otherwise assign relative weights to, and did not make specific assessments of, the specific factors considered in reaching its determination. Instead, the board of directors based its position on the totality of the information presented and considered.

Special Committee Fees. The board of directors determined that members of the special committee would be paid up to a total amount of $300,000 in the aggregate for their service on the special committee, in addition to Specialty's standard committee fees, regardless of whether any proposed transaction was entered into or completed. The $300,000 in fees were awarded to members of the special committee as follows: Mr. Whitney, $87,500; Mr. Schreiber, $87,500; Mr. DeFreece, $62,500; and Mr. Nydam, $62,500. In addition to the foregoing payments to be made, Mr. Whitney was awarded the amount of $100,000, which has already been paid, for his services as a member of the special committee and as Chairman of the board of directors. Furthermore, pursuant to the terms of Mr. Schreiber's consulting agreement, Mr. Schreiber is entitled to a payment equal to six times his monthly consulting fee, or a total amount of approximately $163,000, upon a change of control of Specialty, which would include the completion of the merger. The members of the special committee

are entitled to reimbursement for their out-of-pocket expenses incurred in connection with their service on the special committee.

Opinion of the Financial Advisor to the Board

Pursuant to an engagement letter dated July 5, 2005, Specialty retained JPMorgan as its financial advisor in connection with the proposed transaction and to render an opinion to the board of directors of Specialty as to the fairness, from a financial point of view, of the consideration to be received by the holders of common stock in the proposed merger. JPMorgan was selected by the board of directors based on JPMorgan's qualifications, reputation and substantial experience with transactions similar to the merger, as well as JPMorgan's familiarity with Specialty. JPMorgan rendered (and, as instructed by the board of directors of Specialty, provided to the special committee) its opinion to the board of directors on September 29, 2005, that, as of such date, the consideration to be received by the holders of common stock other than the continuing investors and their affiliates (for purposes of such opinion, the Founder Parties) in the proposed merger was fair, from a financial point of view, to such holders.

The full text of the written opinion rendered by JPMorgan to the board of directors, dated September 29, 2005, which sets forth the assumptions made, general procedures followed, matters considered and limitations on the scope of the review undertaken by JPMorgan in rendering its opinion, is attached as Appendix B to this proxy statement and is incorporated herein by reference. In connection with the rendering of JPMorgan's opinion to the Specialty board of directors, JPMorgan presented a related financial presentation to the board of directors and the special committee on September 28, 2005. Copies of JPMorgan's September 28, 2005 presentation are available for inspection and copying at Specialty's principal executive office during regular business hours by any Specialty stockholder or its representative who has been so designated in writing, and will be provided to any Specialty stockholder upon written request at the expense of the requesting party. The September 28, 2005 presentation is filed as an exhibit to the Schedule 13E-3 filed with the Securities and Exchange Commission, copies of which may be obtained from the Securities and Exchange Commission. For instructions on how to obtain materials from the Securities and Exchange Commission, see "Where Stockholders Can Find More Information" beginning on page 107. JPMorgan's opinion is directed to the board of directors of Specialty (and, as instructed by the board of directors of Specialty, provided to the special committee) and addresses the fairness, from a financial point of view, to the holders of Specialty common stock other than the continuing investors and their affiliates of the consideration to be received by such holders in the merger. JPMorgan's opinion does not constitute a recommendation to any stockholders as to how to vote with respect to the proposed transaction. The Specialty stockholders are urged to read such opinion in its entirety. JPMorgan's opinion did not address the merits of the underlying decision by Specialty to engage in the merger or the fairness of the transactions contemplated by the SME agreement to the continuing investors, the holders of Specialty common stock other than the continuing investors or any other person or entity. This summary is qualified in its entirety by reference to the full text of such opinion.

In arriving at its opinion, JPMorgan:

- reviewed a draft dated September 29, 2005 of the merger agreement;
- reviewed certain publicly available business and financial information concerning Specialty and the industries in which it operates;
- compared the proposed financial terms of the merger with the publicly available financial terms of certain transactions involving companies JPMorgan deemed relevant and the consideration received for such companies;
- compared the financial and operating performance of Specialty with publicly available information concerning certain other companies JPMorgan deemed relevant and reviewed the

current and historical market prices of the common stock and certain publicly traded securities of such other companies;

reviewed certain internal financial analyses and forecasts prepared by the management of Specialty relating to its business; and

performed such other financial studies and analyses and considered such other information as JPMorgan deemed appropriate for the purposes of the JPMorgan opinion.

JPMorgan also held discussions with certain members of the management of Specialty and Holdings and representatives of Welsh Carson with respect to certain aspects of the merger, and the past and current business operations of Specialty, the financial condition and future prospects and operations of Specialty, and other matters JPMorgan believed necessary or appropriate to JPMorgan's inquiry.

In giving its opinion, JPMorgan relied upon and assumed, without assuming responsibility or liability for independent verification, the accuracy and completeness of all information that was publicly available or was furnished to or discussed with JPMorgan by Specialty, Holdings and Welsh Carson or otherwise reviewed by or for JPMorgan. JPMorgan did not conduct any valuation or appraisal of any assets or liabilities, nor did JPMorgan evaluate the solvency of Specialty or Holdings under any state or federal laws relating to bankruptcy, insolvency or similar matters. In relying on financial analyses and forecasts provided to JPMorgan, JPMorgan assumed that such analyses and forecasts were reasonably prepared based on assumptions reflecting the best currently available estimates and judgments by management as to the expected future results of operations and financial condition of Specialty to which the analyses or forecasts relate. JPMorgan expressed no view as to such analyses or forecasts or the assumptions on which they were based. JPMorgan also assumed that the merger and other transactions contemplated by the merger agreement would be consummated as described in the merger agreement, and that the definitive merger agreement would not differ in any material respect from the draft thereof furnished to JPMorgan. JPMorgan relied, as to all legal matters relevant to rendering its opinion, upon the advice of counsel. JPMorgan further assumed that all material governmental, regulatory or other consents and approvals necessary for the consummation of the merger will be obtained without any adverse effect on Specialty.

JPMorgan's opinion was necessarily based on economic, market and other conditions as in effect on, and the information made available to JPMorgan as of, September 29, 2005. Subsequent developments may affect the JPMorgan opinion and JPMorgan does not have any obligation to update, revise, or reaffirm its opinion. JPMorgan's opinion is limited to the fairness, from a financial point of view, of the consideration to be received by the holders of Specialty common stock other than the continuing investors in the proposed merger and JPMorgan expressed no opinion as to the fairness of the transactions contemplated by the SME agreement or any consideration received by the continuing investors in connection therewith to the continuing investors, the holders of Specialty common stock other than the continuing investors, or any other person or entity. JPMorgan further expressed no opinion as to the fairness of the merger (or the consideration received therein) to the continuing investors or the holders of any other class of securities, creditors or other constituencies of Specialty or as to the underlying decision by Specialty to engage in the merger.

JPMorgan noted that it was not authorized to and did not solicit any expressions of interest from any other parties with respect to the sale of all or any part of Specialty or any other alternative transaction. Consequently, JPMorgan did not express any opinion as to whether any alternative transaction might produce consideration for holders of Specialty common stock other than the continuing investors in an amount in excess of that contemplated in the merger.

The following is a brief summary of the material financial analyses performed by JPMorgan in connection with rendering its opinion to the board of directors of Specialty on September 29, 2005

(and, as instructed by the Specialty board, providing the opinion to the special committee). Some of the summaries of the financial analyses include information presented in tabular format. To fully understand the financial analyses, the tables should be read together with the text of each summary. Considering the data set forth in the table without considering the narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of the financial analyses.

Historical Stock Price Analysis and Transaction Economics

JPMorgan reviewed the historical daily highest and lowest trading prices of Specialty common stock for the one year period ending September 26, 2005. The analysis indicated that the highest and the lowest trading prices of Specialty common stock for the one year period ending September 26, 2005 were $15.10 and $6.55, respectively. The price of Specialty common stock as of September 26, 2005 was $12.96. Ninety-five percent of trading of Specialty common stock in the one year period ending on September 26, 2005 was below the merger consideration of $13.25. The analysis indicated that the consideration to be received by the holders of common stock in the proposed merger represented:

a premium of 2.2% based on the closing price of Specialty common stock on September 26, 2005 of $12.96;

a premium of 6.5% based on the 1-month average closing price as of September 26, 2005 of $12.44;

a premium of 29.6% based on the 3-month average closing price as of September 26, 2005 of $10.23;

a premium of 41.2% based on the 6-month average closing price as of September 26, 2005 of $9.38; and

a premium of 34.9% based on the 1-year average closing price as of September 26, 2005 of $9.82.

In conducting its analysis, JPMorgan considered two projected financial cases for Specialty that were prepared by Specialty's management. Specialty's management instructed JPMorgan to weight the two cases equally. The first case, referred to as Case 1, assumed, among other things, flat pricing in 2006 through 2014 and termination of certain independent laboratory business that Specialty believes may be temporary in nature on January 1, 2008. The second case, referred to as Case 2, assumed, among other things, 1% pricing declines through 2014 and termination of certain independent laboratory business that Specialty believes may be temporary in nature on January 1, 2006. Each case assumed full implementation of current initiatives and continued strong specimen growth. For a further discussion of the two cases and the assumption underlying each case, see " Certain Projections" beginning on page 58.

The $13.25 per share merger consideration represents an enterprise value of Specialty of $284.5 million, based on a fully diluted market capitalization of $327.7 million (based on 24.7 million fully diluted shares of common stock outstanding (including 0.7 million dilutive effect of options calculated using the treasury method) and the price of $13.25 per share), plus zero total debt, less total cash and cash equivalents of $18.1 million, less long-term investments of $21.6 million, less receivable from sale of property of $3.5 million, as of August 31, 2005, in each case, as provided by Specialty management to JPMorgan. The following table presents the ratio of the enterprise value of Specialty based upon the $13.25 per share merger consideration to the estimated revenue and estimated earnings before interest, taxes, depreciation and amortization (excluding minority interests) (referred to as EBITDA in this proxy statement) for Specialty, as well as the EBITDA margin (a percentage calculated as estimated EBITDA divided by estimated revenue) for Specialty, for the 2005 and 2006 calendar years under Case 1 and Case 2 (in each case, using an estimated run rate of business at December 31,

2005 for the 2005 calendar year (i.e., estimated end of year financial performance based upon annualized August 2005 financial performance as adjusted for additional operational improvements expected by Specialty management, as provided by Specialty management) per Specialty management's projections and estimates):

	Enterprise Value/2005E Revenue	Enterprise Value/2006E Revenue	Enterprise Value/2005E EBITDA	Enterprise Value/2006E EBITDA	2005E EBITDA Margin	2006E EBITDA Margin
Case 1	1.8x	1.5x	21.6x	12.9x	8.2%	12.0%
Case 2	1.8x	1.6x	21.6x	19.9x	8.2%	8.2%

Comparison of Trading Multiples

Using Specialty management forecasts, selected published Wall Street equity research estimates, public filings with the Securities and Exchange Commission and other publicly available information, JPMorgan compared financial information, financial ratios and valuation multiples for Specialty to corresponding measures for three publicly traded clinical laboratory testing companies. The companies reviewed in connection with this analysis were Bio-Reference Laboratories Inc., Laboratory Corporation of America and Quest Diagnostics.

Although other companies have clinical laboratory testing business lines and none of the selected companies is directly comparable to Specialty, the companies were chosen because they are publicly traded clinical laboratory testing companies with businesses and operations that for purposes of the analysis may be considered similar to certain operations of Specialty. The selection process gives weight to several factors, including lines of business, size, scale and market positioning. The financial ratios and valuation multiples of the selected companies were calculated using the closing prices of the common stock of the selected companies on September 26, 2005.

JPMorgan calculated the enterprise values of the selected companies as multiples of the estimated revenue and EBITDA for the 2005 and 2006 calendar years for the selected companies, as estimated and published by Wall Street equity research and brokerage firms. The enterprise value of each company was calculated by JPMorgan based on publicly available information as the market capitalization (calculated based upon fully diluted shares using the treasury method) of each company as of September 26, 2005 plus total debt less total cash and cash equivalents of each company as of the most recent relevant public filing date for each company. Based on such Wall Street estimates and other publicly available information, JPMorgan also calculated the ratio of the enterprise value of each selected company to the estimated revenue and estimated EBITDA for such company, as well as the EBITDA margin for each company, for the 2005 and 2006 calendar years. The following table presents the summary results of this analysis:

	Enterprise Value/2005E Revenue	Enterprise Value/2006E Revenue	Enterprise Value/2005E EBITDA	Enterprise Value/2006E EBITDA	2005E EBITDA Margin	2006E EBITDA Margin
Median	2.1x	2.0x	9.7x	9.0x	21.7%	22.2%
High	2.3x	2.1x	13.1x	10.1x	24.0%	24.5%
Low	1.5x	1.2x	9.4x	8.6x	11.1%	12.3%

Based upon Specialty management's projections and estimates, various characteristics of the selected companies as compared with Specialty, other factors (such as industry performance and general business, economic, market and financial conditions), and JPMorgan's experience and judgment (and not based solely on the results of mathematical analyses set forth in the table above), JPMorgan selected the following range of multiples to determine an implied range of equity value per share under each case:

1.2 to 1.6x estimated 2005 end of year run rate;

1.0 to 1.4x 2006 projected revenue;

10.0 to 13.0x estimated 2005 end of year run rate EBITDA; and

9.0 to 10.0x 2006 projected EBITDA.

In order to determine the range of implied equity value per share of the multiples above, JPMorgan calculated the implied enterprise value of Specialty for each range under each case by multiplying the high-end and the low-end of the range of multiples to the 2005 estimated end of year run rate revenue and EBITDA, as applicable, and the 2006 projected revenue and EBITDA, as applicable, in each case, less zero total debt, plus total cash and cash equivalents of $18.1 million, plus long-term investments of $21.6 million, plus receivable from sale of property of $3.5 million, as of August 31, 2005, in each case, as provided by Specialty management to JPMorgan. JPMorgan then divided the implied enterprise value by the applicable number of fully diluted shares of common stock outstanding (calculated as 24.0 million shares of common stock plus the dilutive effect of outstanding options calculated using the treasury method).

The ranges of multiples above implied a range of equity value per share (rounded to the nearest $0.10) under Case 1 of:

$9.40 to $12.20, based on Specialty management estimates of 2005 end of year run rate revenue of $159.8 million and 2006 projected revenue of $183.6 million; and

$7.30 to $10.80, based on Specialty management estimates of 2005 end of year run rate EBITDA of $13.2 million and 2006 projected EBITDA of $22.0 million.

The ranges of multiples above implied a range of equity value per share (rounded to the nearest $0.10) under Case 2 of:

$9.00 to $12.20, based on Specialty management estimates of 2005 end of year run rate revenue of $159.8 million and 2006 projected revenue of $174.8 million; and

$7.20 to $8.90, based on Specialty management estimates of 2005 end of year run rate EBITDA of $13.2 million and 2006 projected EBITDA of $14.3 million.

These ranges of implied equity value per share compare to the merger consideration per share of Specialty common stock of $13.25.

Selected Historical Transactions Multiples Analysis

Using publicly available information, JPMorgan examined the following transactions involving US clinical laboratory testing companies:

Date Announced	Acquiror	Target
August 8, 2005	Quest	LabOne, Inc.
March 20, 2005	Laboratory Corp. of America Holdings	Esoterix, Inc.
December 14, 2004	Laboratory Corp. of America Holdings	US Pathology Labs, Inc.
December 9, 2002	Welsh Carson Anderson & Stowe	AmeriPath, Inc.
November 11, 2002	Laboratory Corp. of America Holdings	Dianon Systems, Inc.
April 2, 2002	Quest	UniLab Corporation
February 7, 2002	Quest	American Medical Laboratories, Inc.
June 28, 2001	Dianon Systems, Inc.	UroCor, Inc.
May 9, 2002	Laboratory Corp. of America Holdings	Dynacare, Inc.

Based on Wall Street equity research and publicly available information, JPMorgan calculated the implied enterprise values of the target companies in the transactions as multiples of the latest twelve month revenue for the target companies in the selected transactions. The following table presents the summary results of this analysis:

	Enterprise Value/ LTM Revenue
Median	1.9x
High	3.5x
Low	1.4x

JPMorgan's analysis indicated that the ratio of the implied enterprise value of Specialty (calculated as described above based on the merger consideration of $13.25 per share) to the last twelve months revenue of $148.7 million as of August 31, 2005 is 1.9x.

Based on this analysis, various characteristics of the selected companies and the selected transactions, other factors (such as industry performance and general business, economic, market and financial conditions) and JPMorgan's experience and judgment (and not based solely on the results of mathematical analyses set forth in the table above), JPMorgan selected a range of multiples of estimated revenue of the last twelve months of 1.5 to 2.0x for Specialty, which implied a range of equity value per share (rounded to the nearest $0.10) of $10.90 to $13.70 based on the last twelve months revenue for Specialty of $148.7 million as of August 31, 2005. This range of implied equity value per share compares to the merger consideration per share of Specialty common stock of $13.25.

None of the companies or the selected transactions used in the above analysis is identical to Specialty or the merger. Accordingly, an analysis of the results of the foregoing necessarily involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies and the selected transactions and other factors that may have affected the selected transactions and/or affect the merger.

Discounted Cash Flow Analysis

JPMorgan calculated a range of discounted cash flows for Specialty using Specialty management's projections provided to JPMorgan. This analysis was based on the sum of (i) the present value of projected, standalone, after-tax, unlevered free cash flows of Specialty for fiscal periods from 2004 through fiscal year 2014 and (ii) the present value of the projected terminal value (i.e., the present value of expected future cash flows following the projection period), based on an annual perpetuity revenue growth rate. JPMorgan calculated a range of values for Specialty by utilizing a cost of capital

range of 10.5% to 11.5% and terminal revenue growth rates ranging from 4.00% to 4.5%. JPMorgan applied these ranges to both of the projected financial cases prepared by Specialty's management. The cost of capital rates were estimated by JPMorgan based on an assumed risk free interest rate based on the 10-year treasury bond, a market-based equity risk premium, a risk factor or beta, and a target debt/equity ratio, in each case based upon JPMorgan's experience and judgment. The terminal revenue growth rates were estimated by JPMorgan based upon estimates provided by management and JPMorgan's experience and judgment (and not based solely on the results of mathematical analyses).

Based on the foregoing calculations and based on Specialty management's projected financial Case 1, JPMorgan derived a range of implied equity value per fully diluted share (rounded to the nearest $0.10), as of September 26, 2005, of $12.10 to $14.40 per share of common stock, based on fully diluted shares of common stock outstanding (calculated as 24.0 million shares of common stock plus the dilutive effect of outstanding options calculated using the treasury method) and including Specialty management's estimates of the present value of net operating loss carryforwards of approximately $0.57 per share (without giving effect to any limitations of Section 382 of the Internal Revenue Code). This range of implied equity value per fully diluted share compares to the merger consideration per share of Specialty common stock of $13.25. The implied equity value per fully diluted share under Case 1, at midpoint, implied terminal last 12 month EBITDA and EBIT multiples of 7.3x and 8.4x respectively.

Based on the foregoing calculations and based on Specialty management's projected financial Case 2, JPMorgan derived a range of implied equity value per fully diluted share (rounded to the nearest $0.10), as of September 26, 2005, of $8.20 to $9.60 per share of Specialty common stock, based on fully diluted shares of common stock outstanding (calculated as 24.0 million shares of common stock plus the dilutive effect of outstanding options calculated using the treasury method) and including Specialty management's estimates of the present value of net operating loss carryforwards of approximately $0.52 per share (without giving effect to any limitations of Section 382 of the Internal Revenue Code). This range of implied equity value per fully diluted share compares to the merger consideration per share of Specialty common stock of $13.25. The implied equity value per fully diluted share under Case 2, at midpoint, implied terminal last 12 month EBITDA and EBIT multiples of 6.7x and 8.2x respectively.

The foregoing summary of certain material financial analyses does not purport to be a complete description of the analyses or data presented by JPMorgan. The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. JPMorgan believes that the foregoing summary and its analyses must be considered as a whole and that selecting portions of the foregoing summary and these analyses, without considering all of its analyses as a whole, could create an incomplete view of the processes underlying the analyses and its opinion. In arriving at its opinion, JPMorgan did not attribute any particular weight to any analyses or factors considered by it and did not form an opinion as to whether any individual analysis or factor (positive or negative), considered in isolation, supported or failed to support its opinion. Rather, JPMorgan considered the totality of the factors and analyses performed in determining its opinion. Analyses based upon forecasts of future results are inherently uncertain, as they are subject to numerous factors or events beyond the control of the Specialty and its advisors. Accordingly, forecasts and analyses used or made by JPMorgan are not necessarily indicative of actual future results, which may be significantly more or less favorable than suggested by those analyses. Moreover, JPMorgan's analyses are not and do not purport to be appraisals or otherwise reflective of the prices at which businesses actually could be bought or sold. None of the selected companies reviewed as described in the above summary is identical to Specialty and none of the selected transactions reviewed was identical to the transactions contemplated by the merger agreement. However, the companies selected were chosen because they are publicly traded companies with operations and businesses that, for purposes of JPMorgan's analysis, may be considered similar to those of Specialty. The transactions selected were similarly chosen

because their participants, size and other factors, for purposes of JPMorgan's analysis, may be considered similar to the transactions contemplated by the merger agreement. The analyses necessarily involve complex considerations and judgments concerning differences in financial and operational characteristics of the companies involved and other factors that could affect the companies compared to Specialty and the transactions compared to the transactions contemplated by the merger agreement.

JPMorgan's opinion and the related financial presentation presented to the board and the special committee in connection therewith were only one of many factors considered by the special committee and the board of directors of Specialty in their evaluation of the transactions contemplated by the merger agreement and should not be viewed as determinative of the views of the special committee, the board of directors of Specialty or Specialty management with respect to the transactions contemplated by the merger agreement or the consideration to be received by the holders of Specialty common stock in the proposed merger.

Pursuant to an engagement letter dated April 5, 2005, between Specialty and JPMorgan, JPMorgan has acted as financial advisor to Specialty with respect to the proposed merger and Specialty will pay to JPMorgan a fee equal to $4.5 million (assuming there are 24.7 million fully diluted shares of common stock outstanding immediately prior to the consummation of the merger). The fee is payable in installments as follows: (i) an initial installment of $1 million was paid upon delivery of the JPMorgan opinion and (ii) the balance shall be payable upon consummation of the merger. Specialty will also indemnify JPMorgan for certain liabilities arising out of JPMorgan's engagement and reimburse JPMorgan for its reasonable expenses. Specialty has established, prior to JPMorgan's engagement in connection with the merger, an irrevocable letter of credit with JPMorgan's affiliate, JPMorgan Chase Bank, that names Lexington Corporate Properties Trust as the beneficiary. In addition, JPMorgan has provided financial advisory services to Specialty in the past for customary compensation. The aggregate amount of compensation received by JPMorgan and its affiliates from Specialty since January 1, 2004 is approximately $30,000 (excluding fees paid or payable with respect to the merger, as described above). JPMorgan and its affiliates have provided financial advisory, financing and other investment banking and commercial banking services to Welsh Carson and its affiliates in the past, in each case for customary compensation. JPMorgan has not provided any such services to AmeriPath since January 1, 2004. Since January 1, 2004, the aggregate amount of compensation received by JPMorgan from other portfolio companies of Welsh Carson and its affiliated investment funds is approximately $5.7 million with respect to equity underwriting, approximately $12.6 million with respect to debt underwriting, approximately $19.9 million with respect to loan syndications, and approximately $1.3 million with respect to other non-financial advisory services. In the ordinary course of its businesses, JPMorgan and its affiliates may actively trade the equity securities of Specialty, the debt securities of AmeriPath, and certain public debt and equity securities of other affiliates of Welsh Carson for JPMorgan's own account or for the accounts of customers and, accordingly, JPMorgan may at any time hold long or short positions in such securities.

Position of the AmeriPath Group as to the Fairness of the Merger

Under the rules of the Securities and Exchange Commission, each member of the AmeriPath group is required to express its belief as to the fairness of the proposed merger to the unaffiliated stockholders. Each member of the AmeriPath group believes that the merger is both procedurally and substantively fair to such unaffiliated stockholders because, among other things:

- the merger consideration of $13.25 per share was payable in cash and represented a substantial premium over the market price of common stock of Specialty before the public announcement of the execution of the merger agreement, namely, approximately a 27% premium over the average trading price of $10.44 per share for the three months preceding the public announcement of the execution of the merger agreement;

the $13.25 per share merger consideration and other terms and conditions of the merger agreement resulted from arm's-length negotiations between the special committee and AmeriPath;

the ability of Specialty stockholders to recognize a significant cash value through the proceeds of the merger versus continued risk of operating as a stand-alone company, and of holding an illiquid investment of undetermined value in Group Holdings, which risks and uncertainties will be borne by Group Holdings and its stockholders after the merger, and not by the public stockholders of Specialty;

the merger consideration is all cash, thus eliminating any uncertainties in valuing the consideration to be received by the stockholders of Specialty;

the fact that, under certain circumstances described in the merger agreement, Specialty may provide information and participate in negotiations with respect to other possible buyers that have submitted acquisition proposals and may terminate the merger agreement to accept a superior proposal;

the AmeriPath group believes that the termination fee of $13.0 million (or approximately 4% of the equity value of the transaction), inclusive of expenses, was within a range comparable to termination fees in most public company merger transactions and would not necessarily deter another potential purchaser from considering a transaction with Specialty at a higher price;

the agreement of Holdings that any impact of changes in law (to the extent such changes exist or have been proposed prior to September 29, 2005) and changes in reimbursement practices of customers will not constitute a material adverse effect with respect to Specialty that would result in the failure of Specialty to satisfy a condition to closing of the merger;

the special committee consists solely of directors who are independent of and have no economic interest or expectancy of an economic interest in the continuing investors, Welsh Carson, Group Holdings, Holdings, AmeriPath, or the surviving corporation (except that Mr. Weavil is the Chief Executive Officer of Specialty and may continue as an employee of Specialty, AmeriPath or their affiliates following the closing of the merger);

the special committee's unanimous (with one member absent) recommendation to the Specialty board of directors that the merger agreement and the merger be approved;

the continuing investors did not participate in or have any influence on the deliberative process of, or the conclusions reached by, the special committee or the negotiating positions of the special committee;

the transaction must be approved not only by the holders of a majority of shares of Specialty common stock but also by holders of a majority of the shares of Specialty common stock entitled to vote excluding the continuing investors and their affiliates; and

under California law, the stockholders of Specialty have the right to demand payment of the fair market value of their shares.

Each member of the AmeriPath group believes that the merger is procedurally fair for all the reasons listed above, including as a result of the creation of the special committee, notwithstanding the fact that Specialty did not retain an unaffiliated representative to act on behalf of Specialty's unaffiliated stockholders. In this regard, each member of the AmeriPath group notes that Specialty's non-employee directors believe it was not necessary to appoint an additional representative unaffiliated with Specialty to act solely on behalf of the unaffiliated stockholders for purposes of negotiating the terms of the merger agreement or preparing a report concerning the fairness of the merger in light of the fact that the use of a special committee of this type is a well-recognized mechanism to achieve

fairness in transactions such as the merger. *See* " Recommendation of the Special Committee and the Board of Directors and Reasons for the Merger Reasons for the Special Committee's Determination" beginning on page 27.

In evaluating the fairness of the merger to Specialty's unaffiliated stockholders, the AmeriPath group did not consider net book value because they believe that net book value, which is an accounting concept, does not reflect, or have any meaningful impact on, the market trading prices for Specialty common stock. The AmeriPath group noted, however, that the merger consideration of $13.25 per share is significantly higher than $4.29, the net book value per share of Specialty common stock at June 30, 2005. The AmeriPath group did not consider liquidation value in determining the fairness of the merger to Specialty's unaffiliated stockholders because Specialty will continue to operate its businesses following completion of the merger and because of the AmeriPath group's belief that liquidation sales generally result in proceeds substantially less than sales of a going concern. The AmeriPath group did not establish stand alone going concern value for the Specialty common stock as a public company to determine the fairness of the merger consideration to the unaffiliated shareholders. None of the members of the AmeriPath group believe that there is a single method for determining going concern value and, therefore, did not base their valuation of Specialty on a concept that is subject to various interpretations. Further, the members of the AmeriPath group believed that, to the extent that Specialty's pre-merger going concern value was already reflected in the pre-announcement per share stock price of Specialty's common stock, such pre-merger going concern value undervalued Specialty in comparison to the offer prices being discussed in the merger negotiations, which from the outset reflected a premium to such pre-announcement stock price. In addition, the AmeriPath group did not consider any other firm offers made by any unaffiliated third parties with respect to a merger or consolidation, sale of assets or other sale of Specialty, as it was not aware of any such offers during the past two years (although it was aware that Specialty had at times entered into negotiations that did not result in firm offers). The AmeriPath group also did not assign any significance to recent purchases of Specialty common stock by certain affiliates of the continuing investors described under " Common Stock Purchase Information" beginning on page 57.

The AmeriPath group did not receive any opinion, report or appraisal from an outside party that is materially related to the merger. In addition, since the members of the AmeriPath group relied on their own analysis and conclusions in determining their belief as to the fairness of the proposed merger to Specialty's unaffiliated stockholders, they did not adopt the conclusions of the special committee or the board of directors of Specialty with respect to such fairness and did not adopt the analysis or opinion of the board of director's financial advisor.

The AmeriPath group found it impracticable to assign, nor did they assign, relative weight to the individual factors considered in reaching its conclusion as to fairness. The foregoing discussion of the information and factors considered by the AmeriPath group as to the fairness of the merger is believed to include all of the material factors considered by the AmeriPath group.

The AmeriPath group's views as to the fairness of the merger to the unaffiliated stockholders should not be construed as a recommendation to any stockholder as to whether such stockholder should vote in favor of the merger agreement and the merger.

Position of SFLP Group as to the Fairness of the Merger

Under the rules of the Securities and Exchange Commission, each member of the SFLP group is required to express its belief as to the fairness of the proposed merger to the unaffiliated stockholders. Each member of the SFLP group believes that the merger is both procedurally and substantively fair to the unaffiliated stockholders because, among other things:

- the merger consideration of $13.25 per share was payable in cash and represented a substantial premium over the market price of common stock of Specialty before the public announcement of the execution of the merger agreement, namely, approximately a 27% premium over the average trading price of $10.44 per share for the three months preceding the public announcement of the execution of the merger agreement;

the $13.25 per share merger consideration and other terms and conditions of the merger agreement resulted from arm's-length negotiations between the special committee and AmeriPath;

the ability of Specialty stockholders to recognize a significant cash value through the proceeds of the merger versus continued risk of operating as a stand-alone company, and of holding an illiquid investment of undetermined value in Group Holdings, which risks and uncertainties will be borne by Group Holdings after the merger, and not by the public stockholders of Specialty;

the merger consideration is all cash, thus eliminating any uncertainties in valuing the consideration to be received by the stockholders of Specialty;

the fact that, under certain circumstances described in the merger agreement, Specialty may provide information and participate in negotiations with respect to other possible buyers that have submitted acquisition proposals and may terminate the merger agreement to accept a superior proposal;

the SFLP group believe that the termination fee of $13.0 million (or approximately 4% of the equity value of the transaction), inclusive of expenses, was within a range comparable to termination fees in most public company merger transactions and would not necessarily deter another potential purchaser from considering a transaction with Specialty at a higher price;

the special committee consists solely of directors who are independent of the continuing investors and have no economic interest or expectancy of an economic interest in the continuing investors, Welsh Carson, Group Holdings, Holdings, AmeriPath, or the surviving corporation (except that Mr. Weavil is the Chief Executive Officer of Specialty and may continue as an employee of Specialty, AmeriPath or their affiliates following the closing of the merger);

the special committee's unanimous (with one member absent) recommendation to the Specialty board of directors that the merger agreement and the merger be approved;

the continuing investors did not participate in or have any influence on the deliberative process of, or the conclusions reached by, the special committee or the negotiating positions of the special committee;

the transaction must be approved not only by the holders of a majority of shares of Specialty common stock but also by holders of a majority of the shares of Specialty common stock entitled to vote excluding the continuing investors and their affiliates;

Specialty did not receive firm offers from any unaffiliated third parties with respect to a merger or consolidation, sale of assets or other sale of Specialty during the past two years; and

under California law, the stockholders of Specialty have the right to demand a payment of the fair market value of their shares.

Each member of the SFLP group believes that the merger is procedurally fair for all the reasons listed above, including as a result of the creation of the special committee, notwithstanding the fact that Specialty did not retain an unaffiliated representative to act on behalf of Specialty's unaffiliated stockholders. In this regard, each member of the SFLP group notes that Specialty's non-employee directors believe it was not necessary to appoint an additional representative unaffiliated with Specialty to act solely on behalf of the unaffiliated stockholders for purposes of negotiating the terms of the merger agreement or preparing a report concerning the fairness of the merger in light of the fact that the use of a special committee of this type is a well-recognized mechanism to achieve fairness in transactions such as the merger. *See* " Recommendation of the Special Committee and the Board of Directors and Reasons for the Merger Reasons for the Special Committee's Determination" beginning on page 27.

43

In evaluating the fairness of the merger to Specialty's unaffiliated stockholders, the SFLP group did not consider net book value because they believe that net book value, which is an accounting concept, does not reflect, or have any meaningful impact on, the market trading prices for Specialty common stock. The SFLP group noted, however, that the merger consideration of $13.25 per share is significantly higher than $4.29, the net book value per share of Specialty common stock at June 30, 2005. The SFLP group did not consider liquidation value in determining the fairness of the merger to Specialty's unaffiliated stockholders because Specialty will continue to operate its businesses following completion of the merger and because of the continuing investors' belief that liquidation sales generally result in proceeds substantially less than sales of a going concern. The SFLP group did not establish going concern value for the Specialty common stock as a public company to determine the fairness of the merger consideration to the unaffiliated shareholders. None of the members of the SFLP group believe that there is a single method for determining going concern value and, therefore, did not base their valuation of Specialty on a concept that is subject to various interpretations. Further, the SFLP group believed that, to the extent that Specialty's pre-merger going concern value was already reflected in the pre-announcement per share stock price of Specialty's common stock, such pre-merger going concern value undervalued Specialty in comparison to the offer prices being discussed in the merger negotiations, which from the outset reflected a premium to such pre-announcement stock price. In addition, the SFLP group did not consider any other firm offers made by any unaffiliated third parties with respect to a merger or consolidation, sale of assets or other sale of Specialty, as there were no such offers during the past two years (although they were aware that Specialty had from time to time entered into negotiations that did not result in firm offers). The SFLP group also did not assign any significance to recent purchases of Specialty common stock by certain affiliates of the continuing investors described under " Common Stock Purchase Information" beginning on page 57.

The SFLP group did not receive any opinion, report or appraisal from an outside party that is materially related to the merger, except that, in their capacity as directors (but not in their capacity as continuing investors), Dr. Peter and Ms. Estes received all opinions, reports and appraisals that were delivered to the board.

The SFLP group adopted the conclusions of the special committee and the board of directors of Specialty with respect to such fairness.

The SFLP group found it impracticable to assign, nor did they assign, relative weight to the individual factors considered in reaching their conclusion as to fairness. The foregoing discussion of the information and factors considered by the continuing investors as to the fairness of the merger is believed to include all of the material factors considered by the SFLP group.

The SFLP group's views as to the fairness of the merger to the unaffiliated stockholders should not be construed as a recommendation to any stockholder as to whether such stockholder should vote in favor of the merger agreement and the merger.

Certain of members of the SFLP group are directors and executive officers of Specialty and have an interest in the merger not shared by other stockholders of Specialty. These interests are described under " Interests of Specialty Directors and Executive Officers in the Merger."

Purpose and Structure of the Merger

The purpose of the merger for Specialty is to allow its stockholders to realize the value of their investment in Specialty in cash and to enable AmeriPath to acquire Specialty. The special committee and the board of directors of Specialty believe, based upon the reasons discussed under " Recommendation of the Special Committee and the Board of Directors and Reasons for the Merger," that the merger is advisable and procedurally and substantively fair to, and in the best interests of, the Specialty unaffiliated stockholders.

For the continuing investors (with respect to the shares of Specialty common stock exchanged for Group Holdings stock pursuant to the SME agreement) and the AmeriPath group, the purpose of the merger is to allow them to benefit from any future earnings and growth of Specialty after its common stock ceases to be publicly traded. One of the purposes of the merger for the continuing investors and the AmeriPath group is to afford greater operating flexibility, allowing management to concentrate on long-term growth and to reduce its focus on the quarter-to-quarter performance often emphasized by the public markets. The merger will offer the opportunity to build on both companies' leadership positions in their respective markets, provide access to each other's medical and scientific expertise, expand their geographic presence and allow both companies to better support community-based medicine and patient care. The merger is also intended to enable Specialty to use in its operations funds that would otherwise be expended in complying with certain requirements applicable to public companies. The continuing investors and the AmeriPath group, in deciding to engage in the merger, considered these factors as well as the projections for revenues and earnings prepared by Specialty's management described under the section entitled " Certain Projections."

The transaction has been structured as a cash merger in order to provide the unaffiliated stockholders with cash for all of their shares and stock options and the continuing investors with cash for a portion of their shares and stock options, and to provide a prompt and orderly transfer of ownership of Specialty with reduced transaction costs.

Effects of the Merger

When the merger is completed, each share of Specialty common stock issued and outstanding immediately prior to the effective time of the merger (other than treasury shares, shares of Specialty common stock owned by Holdings or Acquisition Corp. or any direct or indirect wholly-owned subsidiary of Holdings or Specialty and shares held by stockholders who validly exercise and perfect their dissent rights) will be converted into the right to receive $13.25 in cash, without interest. Each outstanding option, except as provided in an applicable agreement with the optionee, will be canceled in exchange for an amount in cash determined by multiplying (1) the excess of $13.25 over the per share exercise price of the option by (2) the number of shares of common stock subject to the option, less applicable withholding taxes.

At the effective time of the merger, current Specialty stockholders (other than the continuing investors) will cease to have ownership interests in Specialty or rights as Specialty stockholders. Therefore, such current unaffiliated stockholders will not participate in any future earnings or growth of Specialty and will not benefit from any appreciation in the value of Specialty.

Immediately prior to the effective time of the merger, pursuant to the terms of the SME agreement, among other things, (a) Group Holdings will issue equity securities to certain of the stockholders of Holdings in exchange for cash and shares of Holdings, (b) Group Holdings will issue equity securities to the continuing investors in exchange for a portion of the shares of Specialty common stock held by the continuing investors and (c) Aqua Acquisition Corp. will be merged with and into Holdings, with Holdings being the surviving corporation.

After consummation of the transactions contemplated by the SME agreement and the merger agreement, Specialty will be owned by AmeriPath; AmeriPath will be owned by Holdings; Holdings will be owned by Group Holdings; and Group Holdings will be owned by Welsh Carson, its co-investors and the continuing investors and certain other current stockholders of Holdings.

Specialty common stock is currently registered under the Exchange Act and listed on the New York Stock Exchange under the symbol "SP." As a result of the merger, Specialty will be a privately-held corporation, and there will be no public market for its common stock. After the merger, the common stock will cease to be listed on the New York Stock Exchange, and price quotations with respect to sales of shares of common stock in the public market will no longer be available. In addition,

registration of Specialty common stock under the Exchange Act will be terminated. This termination will make certain provisions of the Exchange Act, such as the requirement of furnishing a proxy or information statement in connection with stockholders' meetings, no longer applicable to Specialty. After the effective time of the merger, Specialty also will no longer be required to file periodic reports with the Securities and Exchange Commission.

At the effective time of the merger, the directors of Acquisition Corp. will become the initial directors of the surviving corporation, and the officers of the surviving corporation immediately after the effective time of the merger will be determined by the directors of the surviving corporation. The articles of incorporation of Specialty will be amended to be as set forth in an exhibit to the merger agreement. The bylaws of Acquisition Corp. in effect immediately prior to the effective time of the merger will become the initial bylaws of the surviving corporation.

It is expected that, upon completion of the merger, the operations of Specialty will be conducted substantially as they are currently conducted, except that Specialty will not be subject to the obligations and constraints, and the related direct and indirect costs and personnel requirements, associated with being a public company. AmeriPath has advised Specialty that it does not have any present plans or proposals that relate to or would result in an extraordinary corporate transaction following completion of the merger involving Specialty's corporate structure, business or management, such as a merger, reorganization, liquidation, relocation of any operations or sale or transfer of a material amount of assets. Holdings and AmeriPath expect, however, that, following the merger, Specialty's management and new controlling stockholders will continuously evaluate and review Specialty's business and operations and may develop new plans and proposals that they consider appropriate to maximize the value of Specialty.

A benefit of the merger to Welsh Carson, its co-investors, certain other current stockholders of Holdings, and the continuing investors is that Specialty's future earnings and growth will be solely for their benefit and not for the benefit of its current stockholders. The detriments to Welsh Carson, its co-investors, certain other current stockholders of Holdings, and the continuing investors of the merger are the lack of liquidity for the Group Holdings capital stock, the risk that Specialty will decrease in value following the merger, the incurrence by AmeriPath of up to $298.5 million of new long-term debt (inclusive of refinanced debt) and the payment by the surviving corporation of approximately $15.7 million in estimated fees and expenses related to the merger and the related transactions. *See* " Merger Financing" beginning on page 52 and " Fees and Expenses of the Merger" beginning on page 56.

As described under " Interests of Certain Persons in the Merger" beginning on page 48, certain of the continuing investors and their affiliates will receive benefits in connection with the merger to which they otherwise would not have been entitled. These incremental benefits include the right to continue their equity investment in Specialty by making an equity investment in Group Holdings, the receipt of the payment required by the merger agreement for their existing options for Specialty common stock, the receipt of merger consideration for a portion of their Specialty common stock, the appointment of Dr. Peter as a director of Group Holdings and the services agreement to be entered into between Dr. Peter and AmeriPath.

The benefit of the merger to Specialty's unaffiliated stockholders is the right to receive $13.25 per share for their shares of Specialty common stock. The detriments are that Specialty's unaffiliated stockholders will cease to participate in our future earnings and growth, if any, and that the receipt of the payment for their shares will be a taxable transaction for federal income tax purposes. *See* " Material U.S. Federal Income Tax Consequences" beginning on page 55.

Prior to the merger, Welsh Carson, Holdings, AmeriPath and Acquisition Corp. will have no interest in Specialty's net book value or net earnings. The following table sets forth for each member of the AmeriPath group and the SFLP group (1) such investor's interest in the stockholders' equity (net

book value) of Specialty at September 30, 2005, (2) such investor's interest in the net income of Specialty for the nine months ended September 30, 2005 (in the case of (1) and (2), such investor's interest has been calculated to give pro forma effect to the exercise of all stock options (vested and unvested) and unvested stock that were outstanding on September 30, 2005) and (3) the approximate percentage interest expected to be held by each such investor in the equity (and accordingly the net book value and net income) of Specialty (which takes into account the additional current stockholders of Holdings that are expected to become parties to the SME agreement prior to closing and to roll over their Holdings investment into Group Holdings), without giving effect to option or restricted stock ownership, immediately following the merger.

Pro Forma Changes in Investors' Interests in the Merger
(Dollars in thousands)

	Net Book Value at September 30, 2005		Net Income for the Nine Month Ended September 30, 2005		Percentage Interest in Net Book Value and Net Income Following the Merger
	Percentage Interest	Amount	Percentage Interest	Amount	
Specialty Family Limited Partnership	56.9	$ 59,025	56.9	$ (6,879)	19.1
James B. Peter, M.D., Ph.D.	58.8	61,006	58.8	(7,110)	19.1
Deborah A. Estes	57.4	59,583	57.4	(6,944)	19.1
AmeriPath Holdings, Inc.	0	0	0	0	100
AmeriPath Group Holdings, Inc.	0	0	0	0	100
AmeriPath, Inc.	0	0	0	0	100
Welsh, Carson, Anderson & Stowe IX, L.P.	0	0	0	0	71.5
WCAS IX Associates LLC	0	0	0	0	0

Risks that the Merger Will Not Be Completed

Completion of the merger is subject to various risks, including, but not limited to, the following:

that the merger agreement and the merger will not be approved by the holders of at least a majority of the outstanding shares of Specialty common stock entitled to vote not held by the continuing investors and their affiliates;

that there will occur any change, effect, event, occurrence or circumstance that has a material adverse effect on the business, financial condition, or results of operations or prospects of Specialty and its subsidiaries, or the ability of Specialty to perform its obligations under the merger agreement or to consummate the merger and the other transactions contemplated by the merger agreement, subject to certain limited exceptions;

that Holdings, AmeriPath and Acquisition Corp. will not secure the financing necessary to complete the merger on substantially the terms and conditions set forth in the financing commitment letter, as further described in " Merger Financing" beginning on page 52;

that Holdings does not consummate the merger because the total number of shares held by stockholders who validly exercise and perfect their dissent rights exceeds 10% of the issued and outstanding shares of Specialty common stock immediately before the effective time of the merger;

that one of the parties will not have performed in all material respects its obligations contained in the merger agreement at or before the effective time of the merger;

that the SME agreement will be terminated in accordance with its terms;

that Specialty will not secure required governmental or third party consents to and authorizations for the merger;

that the representations and warranties made by the parties in the merger agreement will not be true and correct to the extent required in the merger agreement immediately before the effective time of the merger; and

that the litigation filed or that may be filed in connection with the merger prevents or delays the closing of the merger.

As used in the merger agreement, a material adverse effect with respect to Specialty means (1) a material adverse effect on the business, financial condition or results of operations of Specialty and its subsidiaries, taken as a whole, or (2) a material adverse effect on the ability of Specialty to perform its obligations under the merger agreement and to consummate the merger and the other transactions contemplated by the merger agreement; *provided*, that material adverse effect will not be deemed to include any such material adverse effect arising as a result of (a) changes, effects, events, occurrences or circumstances that generally affect either (i) the U.S. economy or (ii) the industry of Specialty and its subsidiaries (other than changes in law that do not exist and have not been proposed prior to the date of the merger agreement), which in each case does not have a materially disproportionate impact on Specialty and its subsidiaries, taken as a whole, (b) changes in law (but only to the extent such changes exist or have been proposed prior to the date of the merger agreement) or reimbursement policies or practices of customers, (c) the announcement of the merger agreement, or (d) any changes, effects, events, occurrences or circumstances resulting from any action required to be taken pursuant to the merger agreement or at the request of Holdings, AmeriPath or Acquisition Corp., the failure to take any action prohibited from being taken pursuant to the merger agreement or for which any required consent of Holdings, AmeriPath or Acquisition Corp. is not granted, or the effects of the termination of certain contracts and customer relationships of Specialty.

As a result of various risks to the completion of the merger, there can be no assurance that the merger will be completed even if the requisite stockholder approval is obtained. If Specialty stockholders do not approve the merger agreement and the merger or if the merger is not completed for any other reason, the current management of Specialty, under the direction of its board of directors, is expected to continue to manage Specialty as an ongoing business.

Interests of Certain Persons in the Merger

Interests of Specialty Directors and Executive Officers in the Merger

In considering the recommendations of the special committee and the board of directors, Specialty stockholders should be aware that some of Specialty's executive officers and directors have interests in the transaction that are different from, or in addition to, the interests of Specialty stockholders generally. The special committee was aware of these differing interests and considered them, among other matters, in evaluating and negotiating the merger agreement and the merger and in recommending to the board of directors that the merger agreement and the merger be approved.

The board of directors appointed the special committee, consisting solely of directors who are not officers or employees of Specialty (other than Mr. Weavil, who is the Chief Executive Officer of Specialty) and are independent of and have no economic interest or expectancy of an economic interest in the continuing investors, Welsh Carson, Group Holdings, Holdings, AmeriPath, or the surviving corporation (except that Mr. Weavil may continue as an employee of Specialty, AmeriPath or their affiliates following the closing of the merger), to evaluate, negotiate and make a recommendation with respect to the merger agreement and to evaluate whether the merger is in the best interests of the unaffiliated stockholders.

Cash Payments to Directors and Executive Officers Under the Terms of the Merger. The total amount payable to directors and executive officers of Specialty (other than Dr. Peter and Ms. Estes) in connection with the merger in respect of shares of Specialty common stock and stock options and unvested stock held by them is approximately $7.84 million. These cash payments represent consideration for Specialty common stock and for the cancellation of stock options on the same terms as provided to other holders of Specialty common stock and stock options in the merger agreement.

Acceleration of Vesting of Options and Unvested Stock. The vesting of options held by certain executive officers and directors will be accelerated as of the effective time of the merger, and unvested stock held by certain executive officers and directors will become fully vested as of the effective time of the merger.

Change in Control Payments to Executive Officers and Director. Most of the executive officers of Specialty have an agreement with Specialty containing a change of control provision providing that such executive officer may be entitled to a lump sum cash payment or a payment over time equal to his or her base salary for a specified number of months and an amount equal to the payments necessary for the continuation of his or her health benefits under COBRA for a specified number of months if the officer is no longer employed by the surviving corporation within a specified period of time after the merger under certain circumstances. Pursuant to the terms of these agreements, each executive officer who is a party to an agreement is entitled to a payment if the executive officer is terminated other than for cause or resigns for good reason, whether or not there has been a change of control (which would include the completion of the merger). As a result of the changes to the business of Specialty following the merger, it is possible that the executive officers who are parties to these agreements may be in a position to receive payments under the agreements. In the event of termination or resignation of employment under certain circumstances following the merger, the following executive officers would be entitled to receive approximately the following cash payments: (1) Ms. DiFrancesco, $249,000; (2) Dr. Dugan, $202,000; (3) Ms. Gallarda, $138,000; (4) Mr. Harman, $164,000; (5) Ms. Sadri, $153,000; (6) Mr. Simmons, $164,000; and (7) Mr. Weavil, $414,000. In addition, Mr. Schreiber, a current director of Specialty, will be entitled to a lump sum cash payment equal to six times his monthly consulting fee, or a total amount of approximately $163,000, following a change of control of Specialty, which would include the completion of the merger.

Payments to Special Committee. Whether the merger is completed or not, members of the special committee will be paid up to a total amount of $300,000 in the aggregate for their service on the special committee, in addition to Specialty's standard committee fees, and each member will be reimbursed for out-of-pocket expenses incurred in connection with that service. The $300,000 in fees were awarded to members of the special committee as follows: Mr. Whitney, $87,500; Mr. Schreiber, $87,500; Mr. DeFreece, $62,500; and Mr. Nydam, $62,500.

Payment to Richard K. Whitney. Mr. Whitney was awarded the amount of $100,000, which has already been paid, for his services as a member of the special committee and as Chairman of the board of directors.

Employee Plans. Following the merger, the executive officers of Specialty that accept employment with AmeriPath will be eligible to participate and receive grants under AmeriPath's stock option plan as well as any other benefit plans generally available to AmeriPath's employees.

Directors' and Officers' Indemnification and Insurance. The merger agreement provides that Holdings and AmeriPath will, to the fullest extent permitted by law, cause the surviving corporation to honor all Specialty's obligations to indemnify (including any obligations to advance funds for expenses) the current or former directors or officers of Specialty for acts or omissions by such directors and officers occurring prior to the effective time of the merger to the extent that such obligations of Specialty exist on the date of the merger agreement, whether pursuant to Specialty's articles of

incorporation, the bylaws, individual indemnity agreements, applicable law or otherwise, and such obligations shall survive the merger and will continue in full force and effect in accordance with the terms of Specialty's articles of incorporation, bylaws and such individual indemnity agreements or applicable law for a period of six years from the effective time of the merger.

Holdings and AmeriPath will purchase prior to the effective time of the merger a six year extended reporting provision (so-called "tail policy") under a directors' and officers' liability policy, to include "employment practices" liability and "fiduciary" with respect to liability obligations of the individuals that are officers and directors of Specialty on the date of the merger agreement in respect of indemnification from liabilities for acts or omissions occurring at or prior to the closing of the merger, which policy shall be no less favorable to the beneficiaries than the directors' and officers' liability policies maintained by Specialty on the date of the merger agreement and will be provided by carriers with comparable ratings. However, Holdings and AmeriPath will not be required to pay an amount in connection with such policy in excess of $2.6 million.

Payments Under the Merger Agreement.

The table below sets forth, as of September 30, 2005, for each of Specialty's executive officers and directors other than Dr. Peter and Ms. Estes, (1) the number of shares of Specialty common stock currently held, (2) the amount of cash that will be paid in respect of such shares upon consummation of the merger, (3) the number of shares of Specialty common stock subject to the options held by such person, whether or not vested, (4) the amount of cash that will be paid in respect of cancellation of such options upon consummation of the merger, (5) the number of unvested shares of Specialty common stock held by such person, (6) the amount of cash that will be paid in respect of the acceleration of the unvested shares upon consummation of the merger, and (7) the total amount of cash that will be received by each such person in respect of such shares and options upon consummation of the merger. All dollar amounts are gross amounts and do not reflect deductions for income taxes and other withholding. In each case with respect to the options, the payment amount is calculated by multiplying (a) the excess of $13.25 over the per share exercise price of the option by (b) the number of shares subject to the option. The merger agreement requires the board of directors of Specialty or any committee administering the stock option plans to take all actions necessary to cause all outstanding stock options granted under the stock option plans to be cancelled as of the effective time of the merger.

Directors and Officers	Number of Shares Currently Held	Amount of Cash for Shares	Number of Shares Subject to Options	Amount of Cash for Cancellation of Options	Number of Shares of Unvested Stock	Amount of Cash for Unvested Stock	Total Consideration
Richard K. Whitney	39,900	$ 528,675	44,000	$ 133,540	10,000	$ 132,500	$ 794,715
Michael T. DeFreece	100	1,325	36,000	142,820	5,000	66,250	210,395
Hubbard C. Howe	12,000	159,000	34,500	136,970	5,000	66,250	362,220
William J. Nydam	44,095	584,259	64,090	193,247	5,000	66,250	843,756
David R. Schreiber	6,000	79,500	137,000	477,440	5,000	66,250	623,190
David C. Weavil	0	0	212,500	973,250	0	0	973,250
Victoria DiFrancesco	0	0	160,000	809,600	0	0	809,600
Robert M. Harman	246	3,260	203,000	663,450	10,000	132,500	799,210
Nicholas R. Simmons	0	0	128,500	461,895	10,000	132,500	594,395
Michael C. Dugan	0	0	136,000	622,200	5,000	66,250	688,450
Cheryl G. Gallarda	475	6,294	97,083	364,000	5,000	66,250	436,544
Maryam Sadri	440	5,830	121,000	410,965	5,000	66,250	483,045
Kevin W. Johnson	0	0	55,000	221,500	0	0	221,500
	103,256	1,368,143	1,428,673	5,610,877	65,000	861,250	7,840,270

Interests of Continuing Investors in the Merger

Dr. Peter is the father of Ms. Estes. The continuing investors, who are affiliates of Dr. Peter and Ms. Estes, will, immediately prior to the merger, contribute 9,025,000 shares of Specialty common stock owned by them to Group Holdings in exchange for equity securities of Group Holdings under the terms of the SME agreement as follows: (a) Specialty Family Limited Partnership, 8,612,200 shares; (b) James B. Peter, Jr. Third Generation Trust, 63,800 shares; (c) Joan C. Noneman Third Generation Trust, 63,800 shares; (d) Deborah A. Estes Third Generation Trust, 63,800 shares; (e) Christine M. Gard Third Generation Trust, 63,800 shares; (f) Karen M. Cane Third Generation Trust, 63,800 shares; (g) Arthur L. Peter Third Generation Trust, 63,800 shares; (h) Arthur L. Peter and Mia M. Lindsay, as Joint Tenants, 20,000 shares; and (i) James B. Peter, Jr., 10,000 shares. The aggregate investment in Group Holdings by the continuing investors following that exchange and the other transactions contemplated by the SME agreement (including taking into account the additional current stockholders of Holdings that are expected to become parties to the SME agreement prior to closing and to roll over their Holdings investment into Group Holdings), is expected to be approximately 20% of the full equity capitalization of Group Holdings at closing. As described in "Background of the Merger" beginning on page 20, the value of the equity of Group Holdings to be held by the continuing investors pursuant to the SME agreement could potentially be significantly greater than the value of the cash consideration under the merger.

All shares of Specialty common stock held by the continuing investors and not exchanged for shares of Group Holdings stock under the SME agreement as described in the preceding paragraph will be converted into the right to receive $13.25 in cash under the merger agreement. All options held by the continuing investors will be cancelled on the same terms as other options under the terms of the merger agreement. The total cash payment to the continuing investors under the merger agreement will be approximately $72.2 million.

Dr. Peter and AmeriPath will enter into a services agreement (referred to as the services agreement in this proxy statement) pursuant to which Dr. Peter will be employed on a part-time basis by AmeriPath for a period of three years after the effective date of the services agreement. Dr. Peter will make himself available for agreed upon projects as requested by AmeriPath and consistent with his status and seniority, reporting directly to the chief executive officer of AmeriPath. Dr. Peter will not be required to provide services for more than three days in any week without his prior consent. As compensation for his services, AmeriPath will pay Dr. Peter at an annual rate of $225,000 during the term of his employment. If Dr. Peter works more than half of his time in any quarter, he will receive an additional payment for the additional time worked equal to $56,250 multiplied by the ratio that the additional time worked bears to half time. Other benefits provided to Dr. Peter will include participation in any medical or health plans maintained by AmeriPath for its executive officers, prompt reimbursement for all reasonable business expenses incurred by Dr. Peter in performing services under the services agreement, secretarial support in connection with his services and 20 vacation days each calendar year. Subject to certain limited exceptions, Dr. Peter may not directly or indirectly engage in competition with, or own any interest in, perform any services for, participate in or be connected with any business or organization which competes with AmeriPath.

Group Holdings, Welsh Carson, its co-investors, the continuing investors and certain other current stockholders of Holdings will enter into a stockholders agreement which provides for certain matters relating to Group Holdings' common stock and preferred stock (referred to in this proxy statement as the Group Holdings capital stock) and any securities directly or indirectly convertible into or exercisable or exchangeable for Group Holdings capital stock held by such parties. Such agreement will include a voting agreement that, among other things, provides that the continuing investors will be entitled to designate one member of the Group Holdings board of directors (which is expected to be Dr. Peter). In addition, such agreement will include provisions relating to restrictions on transfer of the Group Holdings capital stock held by such parties as well as co-sale rights, drag-along rights, rights of

first refusal and preemptive rights. In addition, such parties will enter into a registration rights agreement, which provides certain registration rights to such parties with respect to their Group Holdings capital stock.

Merger Financing

The total amount of funds necessary to complete the merger and the related transactions is anticipated to be approximately $354.9 million, consisting of: (1) approximately $207.2 million to pay Specialty's stockholders and option holders the amounts due to them under the merger agreement, assuming that no Specialty stockholder exercises and perfects his, her or its dissent rights, (2) approximately $129.0 million to refinance AmeriPath's existing credit facility, (3) approximately $3.0 million to pay executive severance payments and (4) approximately $15.7 million to pay related fees and expenses.

These funds are anticipated to come from the following sources:

- an equity investment by Welsh Carson and its co-investors of up to $45.9 million in Group Holdings;
- $17.0 million remaining under AmeriPath's contingent note reserve;
- borrowings of approximately $255.5 million under AmeriPath's new senior secured credit facilities; and
- all available excess cash on hand of Specialty.

AmeriPath's Cash Equity Commitments

Pursuant to the terms and conditions of the SME agreement, Welsh Carson will provide Group Holdings with $45.9 million in cash in exchange for preferred stock and common stock of Group Holdings.

Equity Contribution

The continuing investors in Group Holdings each will acquire preferred and common stock of Group Holdings. Approximately 80% of the amount invested by each investor will be used to acquire preferred stock, and approximately 20% will be used to acquire common stock. The material terms of the preferred and common stock of Group Holdings are set forth below.

Preferred Stock. The Group Holdings preferred stock will rank senior to the Group Holdings common stock as to dividends and rights to payment upon liquidation, dissolution or winding up transaction and will participate with the common stock in such payments and other corporate events. The Group Holdings preferred stock also will be entitled to receive cumulative dividends, at a rate to be determined prior to the closing of the merger, on the stated value thereof. The Group Holdings preferred stock has no fixed redemption date, but Group Holdings will be required to redeem the preferred stock, together with all accrued and unpaid dividends thereon, upon a change of control transaction. In addition, upon the consummation of a qualified public offering of Group Holdings common stock, each share of Group Holdings preferred stock will be automatically converted into Group Holdings common stock through the issuance of an equivalent value of Group Holdings common stock determined by reference to the public offering price and a fixed conversion ratio. All shares of Group Holdings preferred stock that are automatically converted into Group Holdings common stock upon a qualified public offering will be redeemed to the extent of available cash at a redemption price equal to the public offering price of the Group Holdings common stock in such offering.

The Group Holdings preferred stock will vote together with the Group Holdings common stock, other than in connection with the election or removal of directors, with each share of Group Holdings preferred stock having voting rights equivalent to one (subject to appropriate adjustment in the event of any stock split or similar event affecting the Group Holdings common stock) share of Group Holdings common stock issuable in respect of the participation right of the Group Holdings preferred stock. In addition, the Group Holdings preferred stock, voting as a separate class, will be entitled to elect two directors to the Group Holdings board of directors.

For so long as any shares of Group Holdings preferred stock remain outstanding, the consent of the holders of not less than $66^{2}/_{3}\%$ of the Group Holdings preferred stock will be required for any action that alters or changes the rights, preferences or privileges of the Group Holdings preferred stock. In addition, consent of the holders of at least a majority of the Group Holdings preferred stock will be required for any action that increases or decreases the authorized number of shares of Group Holdings preferred stock or otherwise adversely affects the rights or preferences of the holders of the Group Holdings preferred stock.

Common Stock. The Group Holdings common stock will rank junior to the Group Holdings preferred stock as to dividends and rights to payment upon liquidation, except with respect to the participation feature of the Group Holdings preferred stock, which will rank on an equal basis with the Group Holdings common stock. The Group Holdings common stock will be entitled to receive dividends as from time to time may be declared by the board of directors of Group Holdings, but dividends cannot be paid on the Group Holdings common stock without the consent of holders of a majority of the Group Holdings preferred stock. Upon any liquidation, dissolution or winding up of Group Holdings, after the payment of or provision for all debts and liabilities of Group Holdings and the preferential amounts payable to the holders of the Group Holdings preferred stock, the holders of the Group Holdings common stock will be entitled to share ratably, together with the holders of the Group Holdings preferred stock to the extent of the participation feature of the Group Holdings preferred stock, in the remaining assets of Group Holdings available for distribution to the Group Holdings stockholders. With respect to any matter to be voted on by the stockholders of Group Holdings (other than the election of the two directors to be elected separately by the Holdings preferred stock), the holders of the Group Holdings common stock will be entitled to one vote for each share of Group Holdings common stock held by them.

Senior Secured Credit Facilities

AmeriPath has received a commitment letter pursuant to which Wachovia Bank, National Association, Citigroup Global Markets Inc., Deutsche Bank Trust Company and UBS Loan Finance LLC, which are referred to as the Agents in this proxy statement, will provide the surviving corporation with up to $298.5 million in senior secured credit facilities, consisting of a $203.5 million term loan and a $95.0 million revolving credit facility. Up to $203.5 million of the term loan and up to $52.0 million of the revolving credit facility may be used to fund a portion of the merger consideration, to refinance existing indebtedness of AmeriPath, to pay related fees and expenses and provide ongoing working capital and for other general corporate purposes of AmeriPath and its subsidiaries. All obligations of AmeriPath under the senior credit facilities will be guaranteed, on a joint and several basis, by (i) each direct and indirect domestic subsidiary of AmeriPath (other than certain exceptions mutually agreed upon) and (ii) Holdings. The senior credit facilities will be secured by substantially all the assets of Holdings, AmeriPath and any existing or subsequently acquired or organized domestic subsidiary of AmeriPath, subject to certain exceptions. The term loan is expected to bear interest at either the adjusted London inter-bank offered rate, which is referred to as LIBOR in this proxy statement, plus 2.5% per annum, or the alternate base rate, which is referred to as ABR in this proxy statement, plus 1.5% per annum, at the option of AmeriPath. Subject to adjustment, the revolving credit facility is expected to bear interest at either adjusted LIBOR plus 2.5% per annum or ABR plus 1.5% per

annum, at the option of AmeriPath. The term loan will mature six years and nine months after the closing date of the merger, and the revolving credit facility will mature five years after the closing date of the merger. AmeriPath has informed Specialty that it has made no arrangements to refinance or repay the loans to be made pursuant to these senior secured credit facilities prior to their respective maturity dates.

The commitment of each of the Agents to provide senior secured financing is subject to a number of conditions set forth in the commitment letter, including, but not limited to, the following conditions which have not yet been satisfied:

- the cash contribution of a minimum of $45.9 million by Welsh Carson, which will have been contributed by Holdings to AmeriPath as equity on terms and conditions satisfactory to the Agents;

- the contribution of a minimum of $119.3 million of reinvestment equity (based on the number of shares of Specialty common stock reinvested times the price per share paid in the merger) by the continuing investors to AmeriPath on terms and conditions satisfactory to the Agents;

- the Agents' satisfaction that the pro forma EBITDA of AmeriPath and its subsidiaries for the latest four fiscal quarter period ended at least 45 days prior to the closing date of the merger is at least $95.5 million;

- the consummation of the merger in accordance with the merger agreement, including not more than 10% of the outstanding Specialty common stock being subject to properly exercised dissent rights;

- the absence of indebtedness of Holdings and its subsidiaries other than (i) the 10% senior subordinated notes of Holdings in an aggregate principal amount of $67.0 million or the accreted value thereof; (ii) $350.0 million aggregate principal amount of 10.5% senior subordinated notes due 2013 issued by AmeriPath; (iii) indebtedness incurred as part of the term loan in an amount not to exceed $203.5 million and incurred as part of the revolving credit facility in an amount not to exceed $52.0 million; and (iv) additional indebtedness on terms reasonably acceptable to the arrangers under the commitment letter in an amount not to exceed $3.2 million;

- the satisfaction of all earn-outs owed to physicians pursuant to AmeriPath's contingent note reserve; and

- the preparation and execution of definitive loan agreements.

Federal Regulatory Matters

The HSR Act required that each of Specialty Family Limited Partnership (which is the continuing investor that owns the largest amount of Specialty common stock) and Welsh Carson, as the ultimate parent entities of Specialty and Holdings, respectively, file notification and report forms with respect to the merger with the Federal Trade Commission and the Antitrust Division of the U.S. Department of Justice. The HSR Act also required that Specialty Family Limited Partnership and Welsh Carson file notification and report forms with respect to the exchange of stock by Specialty Family Limited Partnership under the SME agreement. The parties filed these notification and report forms on October 20 and 21, 2005. The HSR waiting periods expired on November 21, 2005. The parties did not receive any request for additional information from the Federal Trade Commission or the Antitrust Division of the U.S. Department of Justice prior to the expiration date. The Department of Justice, the Federal Trade Commission, state antitrust authorities or a private person or entity could seek to enjoin the merger and the transactions contemplated by the SME agreement under federal or state antitrust laws at any time before completion of the merger and the transactions contemplated by the SME

agreement or to compel rescission or divestiture at any time subsequent to the completion of the merger and the transactions contemplated by the SME agreement.

Material U.S. Federal Income Tax Consequences

The following discussion summarizes the material U.S. federal income tax consequences of the merger that are generally applicable to (1) United States holders (as defined below) of Specialty common stock and (2) Specialty. This discussion is based on currently existing provisions of the Internal Revenue Code of 1986, as amended, which is referred to as the Code in this proxy statement, existing and proposed Treasury Regulations promulgated under the Code, and current administrative rulings and court decisions, all of which are subject to change, possibly with retroactive effect. This discussion does not address state, local or foreign tax consequences that may be applicable to the parties specified in the first sentence of this paragraph, and such parties should consult their own tax advisors with respect to such consequences.

United States Holders

The following discussion applies only to United States holders (as defined below) of Specialty common stock who hold such shares as capital assets and may not apply to shares of Specialty common stock acquired pursuant to the exercise of employee stock options or other compensation arrangements (and does not, except as specifically set forth below, apply to the exchange or cancellation of employee stock options, including the receipt of cash therefor), and this discussion does not address tax issues relevant to certain classes of taxpayers who may be subject to special treatment under the Code, such as banks, other financial institutions, insurance companies, tax-exempt investors, regulated investment companies, real estate investment trusts, persons subject to the alternative minimum tax, persons who hold their Specialty common stock as part of a position in a "straddle" or as part of a "hedging" or "conversion" transaction, persons who are deemed to sell their Specialty common stock under the constructive sale provisions of the Code, traders in securities that elect to use a mark-to-market method of accounting for their securities holdings, persons that have a functional currency other than the U.S. dollar, expatriates, S corporations, entities classified as partnerships for U.S. federal income tax purposes or stockholders who hold Specialty common shares as dealers. All such United States holders should consult their own tax advisors concerning the U.S. federal income tax consequences of the merger to their particular situations.

Tax matters are very complex and the tax consequences of the merger to you will depend on the facts of your particular situation. You should consult your tax advisor for a full understanding of the tax consequences of the merger to you, including the federal, state, local and foreign tax consequences of the merger.

If a partnership holds Specialty common stock, the tax treatment of a partner will generally depend on the status of the partner and the tax treatment of the partnership. A partner of a partnership holding Specialty common stock should consult his, her or its tax advisors.

For purposes of this discussion, a "United States holder" means a holder that is (1) a citizen or resident of the United States for federal income tax purposes, (2) a corporation (or other entity treated as an association taxable as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States or any state, (3) an estate, the income of which is subject to U.S. federal income taxation regardless of its source, or (4) a trust if (a) a U.S. court is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have authority to control all substantial decisions of the trust, or (b) the trust has a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person.

In general, United States holders of Specialty stock who receive cash in exchange for their shares pursuant to the merger should recognize gain or loss for U.S. federal income tax purposes equal to the difference, if any, between their adjusted tax basis in their shares and the amount of cash received. If a stockholder holds Specialty common stock as a capital asset, the gain or loss should generally be a capital gain or loss. If the stockholder has held the shares for more than one year, the gain or loss should generally be a long-term gain or loss. The deductibility of capital losses is subject to limitations.

In general, stockholders who receive cash in connection with the exercise of their dissent rights will recognize gain or loss. Any stockholder considering exercising statutory dissent rights should consult with his or her own tax advisor.

United States holders of Specialty common stock may be subject to backup withholding at a rate of 28% on cash payments received in exchange for shares in the merger or received upon the exercise of dissent rights. Backup withholding generally will apply only if the stockholder fails to furnish a correct social security number or other taxpayer identification number, or otherwise fails to comply with applicable backup withholding rules and requirements. Corporations generally are exempt from backup withholding. Stockholders should complete and sign the substitute Form W-9 that will be part of the letter of transmittal to be returned to the paying agent following the completion of the merger to provide the information and certification necessary to avoid backup withholding.

Specialty

The merger will cause an "ownership change" of Specialty for purposes of Section 382 of the Code. As a result, Specialty's use of pre-merger tax net operating losses and certain other tax attributes, if any, will be limited following the merger. This limitation should not have any material impact on Specialty, because Specialty is not expected to have any significant pre-merger net operating losses or other such tax attributes. In addition, Specialty should be entitled to an ordinary compensation deduction for U.S. federal income tax purposes with respect to cash paid for the surrender of any compensatory option in an amount equal to the product of (1) the excess of $13.25 over the per share exercise price of the option multiplied by (2) the number of shares of Specialty subject to the option. With respect to any such cash payments to its employees, Specialty will be responsible for withholding federal, state and local income tax as well as the employee's share of social security, Medicare and other applicable payroll taxes. In addition, Specialty will be responsible for paying the employer's share of social security, Medicare and other applicable payroll taxes. Subsequent to the merger, Specialty will join in the U.S. federal income consolidated tax group that includes Group Holdings. The merger should not cause any other material U.S. federal income tax consequences to Specialty.

Fees and Expenses of the Merger

The estimated fees and expenses in connection with the merger are as follows (in millions):

Financial Advisor Fees and Expenses	$	4.8
Legal, Accounting and Other Professional Fees	$	3.0
Printing, Proxy Solicitation and Mailing Costs	$	0.2
Financing Related Fees	$	4.0
Filing Fees	$	0.3
Miscellaneous	$	3.4
TOTAL	$	15.7

Except as described below, the merger agreement provides that each of Specialty, on the one hand, and Holdings, AmeriPath and Acquisition Corp., on the other hand, will pay all costs and expenses incurred by it in connection with the merger agreement and the merger. None of these costs and expenses will reduce the $13.25 per share merger consideration payable to holders of Specialty common stock or the amount payable to stock option holders.

If the merger agreement is terminated under certain circumstances, including acceptance of a superior proposal by Specialty, Specialty may be required to pay to Holdings a $13.0 million termination fee, inclusive of out-of-pocket fees and expenses reasonably incurred in connection with the

merger agreement and merger. Specialty must pay to Holdings an amount necessary to reimburse Holdings, AmeriPath, Group Holdings and Acquisition Corp. for their out-of-pocket expenses reasonably incurred in connection with the merger agreement and the merger, up to a maximum of $1.0 million, if the merger agreement is terminated because the requisite stockholder approval of Specialty is not obtained. *See* "The Merger Agreement Fees and Expenses; Termination Fee" beginning on page 79.

Common Stock Purchase Information

Purchases by Specialty

The table below sets forth information, by fiscal quarter, regarding purchases by Specialty of its common stock during the years ended December 31, 2003, December 31, 2004 and during the first nine months of the year ending December 31, 2005.

	Number of Shares Purchased	Aggregate Price Paid	Average Purchase Price Per Share
Year Ended December 31, 2003			
Quarter Ended March 31, 2003	0	0	N/A
Quarter Ended June 30, 2003	0	0	N/A
Quarter Ended September 30, 2003	0	0	N/A
Quarter Ended December 31, 2003	0	0	N/A
Year Ended December 31, 2004			
Quarter Ended March 31, 2004	0	0	N/A
Quarter Ended June 30, 2004	0	0	N/A
Quarter Ended September 30, 2004	16,500	$ 148,995	$ 9.03
Quarter Ended December 31, 2004	0	0	N/A
Year Ended December 31, 2005			
Quarter Ended March 31, 2005	0	0	N/A
Quarter Ended June 30, 2005	0	0	N/A
Quarter Ended September 30, 2005	0	0	N/A

Issuance to Directors and Executive Officers

The following table sets forth certain information concerning shares of Specialty unvested common stock issued in the last two years to directors and executive officers of Specialty who are also members of the SFLP group.

Name	Date	Number of Shares	Price Per Share
Deborah A. Estes	3/14/2005	5,000	$ 0.00
James B. Peter	3/14/2005	5,000	$ 0.00

The following table sets forth certain information concerning options to purchase Specialty common stock acquired in the last two years by directors and executive officers of Specialty who are also members of the SFLP group.

Name	Date	Number of Options	Exercise Price
Deborah A. Estes	4/1/2004	11,000	$ 10.15
Deborah A. Estes	4/1/2005	11,000	$ 9.53
James B. Peter	4/1/2004	11,000	$ 10.15
James B. Peter	4/1/2005	11,000	$ 9.53

Prior Public Offerings

Specialty has not made an underwritten public offering of its common stock for cash at any time during the last three years.

Certain Projections

In connection with AmeriPath's review of Specialty and during the course of the negotiations between Specialty and AmeriPath described in " Background of the Merger" beginning on page 20, Specialty provided AmeriPath with certain non-public business and financial information. The non-public information included projections of Specialty's future operating performance. Such projections, as well as certain additional projections, were also provided to JPMorgan in its capacity as financial advisor to the board. These projections do not give effect to the transactions contemplated by the merger agreement, including the merger, or the financing of the merger.

Specialty does not, as a matter of course, publicly disclose projections of future revenues or earnings. The projections were not prepared with a view to public disclosure and are included in this proxy statement only because such information was made available to AmeriPath in connection with its due diligence investigation of Specialty. The projections were not prepared with a view to compliance with the published guidelines of the Securities and Exchange Commission regarding projections, nor were they prepared in accordance with the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of financial projections. Ernst & Young LLP, Specialty's independent registered public accounting firm, has neither examined nor compiled the projections, and accordingly, Ernst & Young LLP does not express an opinion or any other form of assurance with respect to the projections. The Ernst & Young LLP report incorporated by reference into this proxy statement relates to Specialty's historical financial information. It does not extend to the projections and should not be read to do so. In compiling the projections, Specialty's management took into account historical performance, combined with projections regarding development activities. The projections were developed in a manner consistent with management's historical development of budgets and long-range operating projections and were not developed for public disclosure. Although the projections were presented with numerical specificity, the projections reflect numerous assumptions and estimates as to future events made by Specialty's management that Specialty's management believed were reasonable at the time the projections were prepared, including those assumptions described below. Failure to achieve any of the assumptions underlying the projections would impact the accuracy of the projections. In addition, factors such as industry performance and general business, economic, regulatory, market and financial conditions, all of which are difficult to predict and beyond the control of Specialty's management, may cause the projections or the underlying assumptions to be inaccurate. Accordingly, there can be no assurance that the projections will be realized, and actual results may be materially greater or less than those contained in the projections. *See* "Cautionary Statement Concerning Forward-Looking Information" on page 109.

Specialty does not intend to update or otherwise revise the projections to reflect circumstances existing after the date when made or to reflect the occurrence of future events, even if any or all of the assumptions underlying the projections are shown to be in error.

Specialty provided the following two sets of projections to JPMorgan. Specialty also provided the first set of projections (only with respect to the years through 2007) to AmeriPath. The projections included estimates of calendar year 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013 and 2014 base revenue, other revenue, EBITDA, and net income before interest and taxes (EBIT) for Specialty. Specialty's management instructed JPMorgan to weight the sets of projections equally.

Projected Financials Case 1
($ in millions; Financial Year Ended December 31)

	Actual 2004	End of Year Run Rate 2005	2006	2007	2008	2009	2010	2011	2012	2013	2014
Base Revenue	133.3	152.7	176.5	200.3	225.4	249.1	271.5	293.2	313.7	332.5	349.2
Other Revenue	1.5	7.1	7.1	8.0	0.0	0.0	0.0	0	0	0	0
Combined Revenue	134.8	159.8	183.6	208.4	225.4	249.1	271.5	293.2	313.7	332.5	349.2
EBITDA	(1.2)	13.2	22.0	28.7	34.3	40.2	45.3	50.5	55.2	59.7	63.7
EBIT	(7.7)	6.6	15.4	22.1	27.5	33.4	38.3	43.4	47.9	52.0	55.6

In preparing the above financial projections, Specialty employed, among others, the following key assumptions:

run rate end of year based on annualized August financials and assumes full implementation of current initiatives;

continued strong specimen growth;

pricing flat 2006 through forecast period;

certain independent laboratory business that Specialty believes may be temporary in nature terminates January 1, 2008;

increased scale and stable pricing drive gross margin expansion throughout forecast; and

IT expenses rationalized beginning in 2006; consistent with industry average by 2008.

Projected Financials Case 2
($ in millions; Financial Year Ended December 31)

	Actual 2004	End of Year Run Rate 2005	2006	2007	2008	2009	2010	2011	2012	2013	2014
Base Revenue	133.3	152.7	174.8	196.4	218.7	239.2	258.2	276.0	292.4	306.8	319.0
Other Revenue	1.5	7.1	0.0	0.0	0.0	0.0	0.0	0	0	0	0
Combined Revenue	134.8	159.8	174.8	196.4	218.7	239.2	258.2	276.0	292.4	306.8	319.0
EBITDA	(1.2)	13.2	14.3	17.7	23.1	26.9	30.4	33.8	37.0	39.7	41.9
EBIT	(7.7)	6.6	7.7	11.1	16.3	20.1	23.5	26.8	29.8	32.2	34.1

In preparing the above financial projections, Specialty employed, among others, the following key assumptions:

run rate end of year based on annualized August financials and assumes full implementation of current initiatives;

continued strong specimen growth;

pricing declines 1% per year through the forecast period;

certain independent laboratory business that Specialty believes may be temporary in nature terminates January 1, 2006;

increased scale drives gross margin expansion throughout forecast, tempered by pricing declines; and

IT expenses rationalized beginning in 2006; consistent with industry average by 2008.

Litigation Challenging the Merger

On October 3, 2005, a purported class action complaint was filed in the Superior Court of the State of California, County of Los Angeles by a plaintiff named Anees Mohammed against Specialty, Richard K. Whitney, James B. Peter, Deborah A. Estes, Hubbard C. Howe, Michael T. DeFreece, David R. Schreiber and William J. Nydam.

On October 6, 2005, a purported class action complaint was filed in the Superior Court of the State of California, County of Los Angeles by a plaintiff named Dipakkumar Patel against Specialty, James B. Peter, David C. Weavil, Deborah A. Estes, Richard K. Whitney, Michael T. DeFreece, Hubbard C. Howe, William J. Nydam and David R. Schreiber. An amended complaint naming AmeriPath as a defendant was filed on October 27, 2005.

On October 7, 2005, a purported class action complaint was filed in the Superior Court of the State of California, County of Los Angeles by a plaintiff named E. Leslie Banks against Specialty, James B. Peter, Richard K. Whitney, Hubbard C. Howe, Michael T. DeFreece, David R. Schreiber, William J. Nydam, David C. Weavil and Deborah A. Estes.

On October 11, 2005, a purported class action complaint was filed in the Superior Court of the State of California, County of Los Angeles by a plaintiff named Rod Raynovich against Specialty, James B. Peter, Richard K. Whitney, Hubbard C. Howe, Michael T. DeFreece, David R. Schreiber, William J. Nydam, David C. Weavil and Deborah A. Estes.

On November 1, 2005, a purported class action complaint was filed in the Superior Court of the State of California, County of Los Angeles by a plaintiff named Ernesto Calanoc against Specialty, the Specialty Family Limited Partnership, Richard K. Whitney, David C. Weavil, James B. Peter, Deborah A. Estes, David R. Schreiber, Michael T. DeFreece, Hubbard C. Howe, and William J. Nydam.

In all five of these purported class action suits, the complaints allege, among other things, that the defendants have breached their fiduciary duties to the stockholders of Specialty by entering into the merger agreement; that the consideration offered in the merger is inadequate and is the result of unfair dealing; that in negotiating the transaction the defendants failed to disclose information that would have increased the valuation of Specialty; and that the transaction is the result of a conflict of interest, because Dr. Peter and his affiliates will receive an equity share in the surviving corporation. In the amended complaint adding AmeriPath as a defendant, AmeriPath is alleged to have aided and abetted the alleged actions of the other defendants. The complaints seek an injunction against the proposed merger or, if it is consummated, rescission of the merger, as well as money damages, attorneys' fees, expenses and other relief. Additional lawsuits could be filed in the future. Specialty believes that these lawsuits and the allegations contained in them lack merit; however, Specialty notified the applicable insurance carriers of the lawsuits. The court appointed co-lead plaintiffs' counsel at an initial status conference on December 6, 2005, and plaintiffs' counsel have agreed to file a consolidated amended complaint. Discovery has begun and the plaintiffs have stated that they intend to move to enjoin the transaction. At this juncture it is too soon to predict with any accuracy how these suits will be resolved.

Dissent Rights of Dissenting Specialty Stockholders

The following discussion is a summary of Sections 1300 through 1313 of the CGCL which sets forth the procedures for Specialty stockholders to dissent from the merger and to demand statutory dissent rights under the CGCL. The following discussion is not a complete statement of the provisions of the CGCL relating to the rights of Specialty's stockholders to payment of the fair market value of their shares and is qualified in its entirety by reference to the full text of Sections 1300 to and including 1313 of the CGCL, which is provided in its entirety as Appendix C to this proxy statement. All references in Sections 1300 through 1313 and in this summary to a "stockholder" are to the holder of

record of the shares of Specialty common stock as to which dissent rights are asserted. A person having a beneficial interest in the shares of Specialty common stock held of record in the name of another person, such as a broker or nominee, must act promptly to cause the holder of record to follow the steps summarized below properly and in a timely manner to perfect dissenters' rights.

Chapter 13 of the CGCL provides Specialty stockholders who do not approve the merger with the right, subject to compliance with the requirements summarized below, to dissent and demand the payment of, and be paid in cash, the fair market value of their Specialty shares owned by such stockholder as of the record date for Specialty's special stockholder meeting. In accordance with Chapter 13 of the CGCL, the fair market value of Specialty shares will be their fair market value determined as of September 29, 2005, the day before the first announcement of the proposed terms of the merger, exclusive of any appreciation or depreciation in the value of the shares in consequence of the proposed merger. Because Specialty common stock is listed on the New York Stock Exchange (referred to as the NYSE in this proxy statement), stockholders will be entitled to dissent and seek payment of the fair market value for their shares only if holders of 5% or more of the outstanding shares dissent from the proposed merger and demand payment of fair market value, in which case all holders of shares will have the right to dissent and seek payment of fair market value for such shares.

Even though a stockholder who wishes to exercise dissenters' rights may be required to take certain actions before Specialty's special stockholder meeting, if the merger agreement is later terminated and the merger is abandoned, no stockholder of Specialty will have the right to any payment from the company, other than necessary expenses incurred in proceedings initiated in good faith and reasonable attorneys' fees, by reason of having taken that action. The following discussion is subject to those qualifications.

Refrain from Voting for the Merger. Any Specialty stockholder who desires to exercise dissent rights must not vote his, her or its Specialty shares in favor of the merger agreement or the merger. If a Specialty stockholder returns a proxy that is voted in favor of the merger or a signed proxy not indicating any vote, then he, she or it will be deemed to have voted in favor of the merger and will not be entitled to exercise dissent rights.

Written Demand for Payment. The written demand must be made by the record holder of the shares. Such demand must be mailed or otherwise directed to Specialty Laboratories, Inc., 27027 Tourney Road, Valencia, California 91355, Attn: Office of the General Counsel; be received not later than the date of the stockholder meeting to vote on the merger; specify the stockholder's names and mailing address and the number and class of Specialty's shares held of record which the stockholder demands Specialty purchase; state that the stockholder is demanding purchase of the shares and payment of their fair market value; and state the price which the stockholder claims to be the relevant fair market value of the shares. The fair market value of the shares is determined as of the day before the first announcement of the terms of the proposed merger. The statement of fair market value constitutes an offer by the stockholder to sell the shares at such price.

In addition, within 30 days after notice of the approval of the merger is mailed to stockholders, the stockholder must also submit to Specialty or a transfer agent of Specialty, for endorsement as dissenting shares, the stock certificates representing the Specialty shares as to which the stockholder is exercising dissenters' rights.

Simply failing to vote for, or voting against, the proposed merger will not be sufficient to constitute the demand described above.

Shares of Specialty held by stockholders who have perfected their dissenters' rights in accordance with Chapter 13 of the CGCL and have not withdrawn their demands or otherwise lost their rights are referred to in this summary as "dissenting shares."

Notice by Specialty. Within 10 days after approval of the merger by Specialty's stockholders, Specialty must mail notice of the approval, accompanied by a copy of Sections 1300, 1301, 1302, 1303, and 1304 of the CGCL, to each Specialty stockholder who voted against the merger and who properly made a written demand to Specialty in the manner described above. This notice must state the price determined by the company to represent the fair market value of the dissenting shares. The fair market value of the shares is determined as of the day before the first announcement of the terms of the proposed merger. The notice must also include a brief description of the procedure to be followed if the stockholder desires to exercise the stockholder's right under such sections. The statement of price determined by Specialty to represent the fair market value of dissenting shares, as set forth in the notice of approval of merger, will constitute an offer by Specialty to purchase the dissenting shares at the stated amount if the merger closes.

Irrespective of the percentage of Specialty's shares with respect to which dissent demands have been properly filed, the company must mail the notice referred to above to any stockholder who has filed a demand with respect to Specialty's shares that are subject to transfer restrictions imposed by Specialty or by any law or regulations.

Payment of agreed upon price. If Specialty and a dissenting stockholder agree that the shares are dissenting shares and agree on the price of the shares, the dissenting stockholder is entitled to receive the agreed price with interest at the legal rate on judgments from the date of that agreement. Payment for the dissenting shares must be made within 30 days after the later of the date of that agreement or the date on which all statutory and contractual conditions to the merger are satisfied. Payments are also conditioned on the surrender of the certificates representing the dissenting shares.

Determination of dissenting shares or fair market value. If Specialty denies that shares are dissenting shares or the stockholder fails to agree with Specialty as to the fair market value of the shares, then, within the time period provided by Section 1304(a) of the CGCL, any stockholder demanding purchase of such shares as dissenting shares or any interested corporation may file a complaint in the superior court in the proper California county praying the court to determine whether the shares are dissenting shares or as to the fair market value of the holder's shares, or both, or may intervene in any action pending on such complaint.

On the trial of the action, the court determines the issues. If the status of the shares as dissenting shares is in issue, the court first determines that issue. If the fair market value of the dissenting shares is in issue, the court determines, or appoints one or more impartial appraisers to determine, the fair market value of the shares.

If the court appoints an appraiser or appraisers, they shall proceed to determine the fair market value per share. Within the time fixed by the court, the appraisers, or a majority of the appraisers, shall make and file a report in the office of the clerk of the court. Thereafter, on the motion of any party, the report shall be submitted to the court and considered on such evidence as the court considers relevant. If the court finds the report reasonable, the court may confirm it.

If a majority of the appraisers fail to make and file a report within 10 days after the date of their appointment or within such further time as the court allows, or if the court does not confirm the report, the court determines the fair market value of the dissenting shares. Subject to Section 1306 of the CGCL, judgment is rendered against the corporation for payment of an amount equal to the fair market value of each dissenting share multiplied by the number of dissenting shares that any dissenting stockholder who is a party, or who has intervened, is entitled to require the corporation to purchase, with interest at the legal rate from the date on which the judgment is entered. Any party may appeal from the judgment.

The costs of the action, including reasonable compensation to the appraisers to be fixed by the court, is assessed or apportioned as the court considers equitable. However, if the appraisal determined

by the court is more than 125 percent of the price offered by the corporation, the corporation pays the costs (including, in the discretion of the court, attorneys' fees, fees of expert witnesses and interest at the legal rate on judgments from the date the stockholder made the demand and submitted shares for endorsement).

Maintenance of dissenting share status. Except as expressly limited by Chapter 13 of the CGCL, holders of dissenting shares continue to have all the rights and privileges incident to their shares until the fair market value of their shares is agreed upon or determined. A holder of dissenting shares may not withdraw a demand for payment unless Specialty consents to the withdrawal. Dissenting shares lose their status as dissenting shares, and dissenting stockholders cease to be entitled to require the company to purchase their shares upon the happening of any of the following:

The merger is abandoned.

The shares are transferred before their submission to Specialty for the required endorsement.

The dissenting stockholder and Specialty do not agree on the status of the shares as dissenting shares or do not agree on the purchase price, but neither Specialty nor the stockholder files a complaint or intervenes in a pending action within six months after Specialty mails a notice that its stockholders have approved the merger.

With Specialty's consent, the holder delivers to Specialty a written withdrawal of such holder's demand for purchase of the dissenting shares.

To the extent that the provisions of Chapter 5 of the CGCL (which places conditions on the power of a California corporation to make distributions to its stockholders) prevent the payment to any holders of dissenting shares of the fair market value of the dissenting shares, the dissenting stockholders will become creditors of the company for the amount that they otherwise would have received in the repurchase of their dissenting shares, plus interest at the legal rate on judgments until the date of payment, but subordinate to all other creditors of the company in any liquidation proceeding, with the debt to be payable when permissible under the provisions of Chapter 5 of the CGCL.

Any Specialty stockholder wishing to exercise dissenters' rights is urged to consult legal counsel before attempting to exercise dissenters' rights. Failure to comply strictly with all of the procedures set forth in Sections 1300-1313 of the CGCL may result in the loss of a stockholder's statutory dissenters' rights. In such case, such stockholder will be entitled to receive the merger consideration for their shares as provided in the merger agreement.

THE MERGER AGREEMENT

The following is a summary of the material provisions of the merger agreement and is qualified in its entirety by reference to the complete text of the merger agreement. The full text of the merger agreement is included in this proxy statement as Appendix A, exclusive of all exhibits, and is incorporated herein by reference. Stockholders are urged to read the entire merger agreement.

The Merger

The merger agreement provides that, at the effective time of the merger, Acquisition Corp. will merge with and into Specialty. Upon completion of the merger, Acquisition Corp. will cease to exist as a separate entity, and Specialty will continue as the surviving corporation and will be a wholly owned subsidiary of AmeriPath.

Effective Time of the Merger

The parties will cause the merger to be consummated by filing a certificate of merger with the Secretary of State of the State of California as provided in the CGCL. The time at which the certificate of merger is filed is referred to as the effective time of the merger in this proxy statement.

Articles of Incorporation; Bylaws; and Directors and Officers of Specialty and the Surviving Corporation

When the merger is completed:

- the articles of incorporation of Specialty will be amended in their entirety to be as set forth in an exhibit to the merger agreement;
- the bylaws of Acquisition Corp. in effect immediately prior to the effective time of the merger will become the bylaws of the surviving corporation;
- the directors of Acquisition Corp. immediately prior to the effective time of the merger will be the initial directors of the surviving corporation; and
- the officers of the surviving corporation immediately after the effective time of the merger will be determined by the directors of the surviving corporation.

Conversion of Common Stock

At the effective time of the merger, each share of Specialty common stock outstanding immediately before the effective time of the merger will be converted automatically into the right to receive $13.25 in cash, without interest, subject to adjustment for any reclassification, stock split (including a reverse stock split), combination or exchange of shares, stock dividend or stock distribution that may occur from the date of the merger agreement until the effective time of the merger, such amount being referred to as the merger consideration in this proxy statement, except for:

- treasury shares of Specialty common stock, all of which will be canceled without any payment;
- shares of Specialty common stock owned by Holdings or Acquisition Corp. or any direct or indirect wholly-owned subsidiary of Holdings or Specialty, all of which will be canceled without any payment; and
- shares of Specialty common stock held by stockholders who properly exercise and perfect their dissent rights in accordance with Chapter 13 of the CGCL.

At the effective time of the merger, each share of capital stock of Acquisition Corp. outstanding immediately before the effective time of the merger will be converted into and exchanged for one fully

paid and non-assessable share of common stock of the surviving corporation, which shares will all be held by AmeriPath.

Treatment of Options and Unvested Stock

At the effective time of the merger, each outstanding option to acquire shares of common stock of Specialty granted under the Specialty stock option plans, except as provided in an applicable agreement with the optionee, will be canceled in exchange for an amount in cash determined by multiplying (1) the excess of $13.25 over the per share exercise price of the option by (2) the number of shares of Specialty common stock subject to the option, whether or not vested and exercisable, less applicable withholding taxes. Immediately after the effective time of the merger, each Specialty stock option plan and employee stock purchase plan in effect immediately prior to the merger will terminate and the provisions in any agreement, arrangement or other benefit plan providing for the issuance, transfer or grant of any capital stock of Specialty or any interest in respect of any capital stock of Specialty will be deleted immediately after the effective time of the merger.

Each unvested share of Specialty common stock issued and outstanding immediately prior to the effective time of the merger will become fully vested as of the effective time of the merger.

Payment for Shares

Prior to the effective time of the merger, Holdings and Specialty will select a bank or trust company to act as paying agent for the payment of the merger consideration, pursuant to the terms of the merger agreement, upon surrender of certificates representing the shares of common stock of Specialty. Immediately following the effective time of the merger, Holdings and AmeriPath will take the necessary steps to enable and cause the surviving corporation to provide the paying agent with the aggregate merger consideration necessary to pay for the shares of common stock converted into the right to receive cash.

As soon as reasonably practicable after the effective time of the merger, the paying agent will mail to each record holder of shares of Specialty common stock whose shares were converted into the right to receive the merger consideration, a transmittal letter containing instructions to effect the surrender of the holder's share certificate(s) in exchange for payment of the merger consideration. To receive payment for shares, a stockholder must submit a properly completed letter of transmittal to the paying agent.

Upon surrender of a certificate for cancellation to the paying agent, together with such letter of transmittal, duly executed, and such other documents as may reasonably be required by the paying agent, the holder of such certificate shall be entitled to receive in exchange therefor the amount of cash into which the shares of Specialty common stock represented by such certificate are to be converted, and the certificate so surrendered will be canceled. In the event of a transfer of ownership of Specialty common stock that is not registered in the transfer records of Specialty, payment may be made to a person other than the person in whose name the certificate so surrendered is registered, if such certificate is properly endorsed or otherwise is in proper form for transfer and the person requesting such payment will pay any transfer or other taxes required by reason of the payment to a person other than the registered holder of such certificate or establish to the satisfaction of Holdings that such tax has been paid or is not applicable. Until surrendered, each certificate will be deemed at any time after the effective time of the merger to represent only the right to receive upon such surrender the amount of cash, without interest, into which the shares of Specialty common stock represented by such certificate have been converted. No interest shall be paid or accrue on the cash payable upon surrender of any certificate

Any funds deposited with the paying agent for use in payment of the merger consideration and which have not been disbursed to holders of Specialty common stock six months after the effective time

of the merger will be delivered to Holdings by the paying agent, upon demand. Thereafter, holders of certificates representing shares outstanding before the effective time of the merger will be entitled to look only to the surviving corporation for payment of any consideration to which they may be entitled. None of Holdings, AmeriPath, Specialty, Acquisition Corp., the surviving corporation or the paying agent or any of their respective directors, officers, employees and agents will be liable to any person in respect of any cash from the fund delivered to a public official pursuant to any applicable abandoned property, escheat or similar law. If any certificate has not been surrendered prior to five years after the effective time of the merger (or immediately prior to such earlier date on which merger consideration in respect of such certificate would otherwise escheat to or become the property of any governmental entity), any such shares, cash, dividends or distributions in respect of such certificate shall, to the extent permitted by applicable law, become the property of the surviving corporation, free and clear of all claims or interest of any person previously entitled thereto.

Transfer of Shares

After the effective time of the merger, there will be no further registration on the stock transfer books of the surviving corporation of transfers of shares of Specialty common stock that were outstanding immediately prior to the effective time of the merger.

If, after the effective time of the merger, any certificates formerly representing shares of Specialty common stock are presented to the surviving corporation or the paying agent for any reason, they will be canceled and exchanged for the appropriate merger consideration. All consideration paid upon surrender for exchange of those certificates representing shares, in accordance with the terms of the merger agreement, will be deemed to have been paid in full satisfaction of all rights pertaining to the shares.

Representations and Warranties

Representations and Warranties of Specialty. The merger agreement contains various representations and warranties made by Specialty to Holdings, subject to identified exceptions, including representations and warranties relating to:

- the due organization, valid existence and good standing of Specialty and its subsidiaries;
- the requisite corporate power and authority of Specialty and its subsidiaries to conduct their respective businesses;
- the capital structure of Specialty;
- the valid issuance of Specialty capital stock;
- Specialty's ownership of equity interests in and obligations to invest in other entities;
- the requisite corporate power and authority of Specialty to execute and deliver the merger agreement and to complete the merger;
- the due execution and delivery of the merger agreement by Specialty;
- the validity and binding effect of the merger agreement on Specialty;
- the due and unanimous adoption of resolutions of the board of directors of Specialty approving the merger agreement, the merger and the other transactions contemplated by the merger agreement and recommending that Specialty's stockholders approve the merger agreement and the merger;

the inapplicability of any state takeover statute or similar statute or regulation to Specialty with respect to the merger agreement, the merger or the other transactions contemplated by the merger agreement;

the absence of any conflicts between the merger agreement and the merger and the organizational documents of Specialty and its subsidiaries;

the absence of any conflicts between the merger agreement and the merger and the contractual obligations of Specialty or its subsidiaries;

the absence of any conflicts between the merger agreement and the merger and any judgment, law or rule (including any New York Stock Exchange or other stock exchange rule or listing requirement) or regulation applicable to Specialty or its subsidiaries;

the absence of the necessity to obtain governmental consents and approvals, other than certain enumerated exceptions, in connection with the merger agreement or the merger;

the accuracy of the reports filed by Specialty with the Securities and Exchange Commission since December 31, 2002;

the accuracy of the information supplied by Specialty for inclusion or incorporation in this proxy statement and the Schedule 13E-3 required to be filed under Securities and Exchange Commission "going private" rules;

the absence of undisclosed liabilities of Specialty or its subsidiaries that would have a material adverse effect;

the absence of any change, event, condition, circumstance or state of facts since December 31, 2004, individually or in the aggregate, that has had or that could reasonably be expected to have a material adverse effect;

the payment of taxes by Specialty and its subsidiaries, and certain other tax matters;

the administration of each employee benefit plan in compliance with applicable law;

the absence of any material claim, suit, action or proceeding against Specialty, its subsidiaries or, to the knowledge of Specialty, any person that Specialty or its subsidiaries has agreed to indemnify;

the business of Specialty and its subsidiaries being in compliance with applicable law since January 1, 2004, including those relating to licensure, certification, and operation of clinical laboratories, individuals providing services in or to clinical laboratories, reimbursement for products or services provided by Specialty and its subsidiaries, submission of claims to any payor including Medicare, Medicaid or other third party payors, for items or services, and environmental laws;

the disclosure of certain contracts to which Specialty and its subsidiaries are a party, and the absence of defaults, or notification of the intention of any party to terminate or cancel any such contract;

the ownership and license of all proprietary intellectual property rights which are material to the conduct of the business of Specialty and its subsidiaries, taken as a whole;

the obtaining of all material licenses and permits required by law or otherwise necessary to enable Specialty or its subsidiaries to conduct its business and obtain reimbursement related to services provided in connection with the Medicare

or Medicaid programs, and all contracts, programs and other arrangements with third party payers, insurers or fiscal intermediaries;

certain environmental matters;

- the valid leasehold interest of Specialty and its subsidiaries to real property leased by Specialty or any of its subsidiaries;

- the effectiveness and status of insurance policies covering Specialty and its subsidiaries;

- the nonexistence of any labor disputes and certain other labor matters;

- the absence of any officer or director of Specialty or its subsidiaries or any person owning 5% or more of Specialty common stock being a party to any material contract with Specialty or its subsidiaries or having any material interest in any material property owned by Specialty or its subsidiaries or having engaged in any material transaction with any of the foregoing in the past twelve months since the date of the merger agreement;

- the absence of any broker, investment banker, financial advisor or other person, other than JPMorgan, who is entitled to any broker's, finder's, financial advisor's or other similar fee or commission in connection with the merger; and

- the receipt of an opinion of JPMorgan to the effect that, as of the date of the merger agreement, the consideration to be received in the merger by the holders of Specialty common stock (other than the continuing investors and their affiliates) is fair to such holders from a financial point of view.

None of the representations and warranties of Specialty in the merger agreement will survive after the effective time of the merger.

Material Adverse Effect. Some of the representations and warranties referred to above are not breached unless the breach of the representation or warranty has or could reasonably be expected to have a material adverse effect on Specialty and its subsidiaries. As used in the merger agreement, a material adverse effect with respect to Specialty means (1) a material adverse effect on the business, financial condition or results of operations of Specialty and its subsidiaries, taken as a whole, or (2) a material adverse effect on the ability of Specialty to perform its obligations under the merger agreement and to consummate the merger and other transactions contemplated by the merger agreement; *provided*, that material adverse effect will not be deemed to include any effect arising as a result of (a) changes, effects, events, occurrences or circumstances generally affecting either (i) the U.S. economy or (ii) the industry of Specialty and its subsidiaries (other than changes in law that do not exist and have not been proposed prior to the date of the merger agreement), which in each case does not have a materially disproportionate impact on Specialty and its subsidiaries, taken as a whole, (b) changes in law (but only to the extent such changes exist or have been proposed prior to the date of the merger agreement) or reimbursement policies or practices of customers, (c) the announcement of the merger agreement, or (d) any changes, effects, events, occurrences or circumstances resulting from any action required to be taken pursuant to the merger agreement or at the request of Holdings, AmeriPath or Acquisition Corp., the failure to take any action prohibited from being taken pursuant to the merger agreement or for which any required consent of Holdings, AmeriPath or Acquisition Corp. is not granted, or the effect of termination of certain contracts or customer relationships of Specialty.

Representations and Warranties of Holdings, AmeriPath and Acquisition Corp. The merger agreement also contains various representations and warranties by Holdings, AmeriPath and Acquisition Corp. to Specialty, subject to identified exceptions, including representations and warranties relating to:

- the due organization, valid existence and good standing of Holdings, AmeriPath and Acquisition Corp.;

- the purpose for which Acquisition Corp. was formed and the limited operations of and the absence of material obligations of it;

the requisite corporate power and authority of Holdings, AmeriPath and Acquisition Corp. to conduct their respective businesses;

the requisite corporate power and authority of Holdings, AmeriPath and Acquisition Corp. to execute and deliver the merger agreement and the SME agreement, as the case may be, and to complete the merger;

the due execution and delivery of the merger agreement and the SME agreement by Holdings, AmeriPath and Acquisition Corp., as the case may be;

the validity and binding effect of the merger agreement and the SME agreement on Holdings, AmeriPath and Acquisition Corp., as the case may be;

the absence of any conflicts between the merger agreement, the merger and the SME agreement and the organizational documents of Holdings, AmeriPath or Acquisition Corp.;

the absence of any conflicts between the merger agreement, the merger and the SME agreement and the contractual obligations of Holdings, AmeriPath or Acquisition Corp.;

the absence of any conflicts between the merger agreement, the merger and the SME agreement and any judgment, law or rule (including any New York Stock Exchange or other stock exchange rule or listing requirement) or regulation applicable to Holdings, AmeriPath or Acquisition Corp.;

the absence of the necessity to obtain governmental consents and approvals, other than certain enumerated exceptions, in connection with the merger agreement, the merger or the SME agreement;

the accuracy of the information supplied by Holdings, AmeriPath, Group Holdings and Acquisition Corp. for inclusion or incorporation in this proxy statement and the Schedule 13E-3;

the absence of any material claim, suit, action or proceeding against Holdings or its subsidiaries;

the absence of any broker, investment banker, financial advisor or other person who is entitled to any broker's, finder's, financial advisor's or other similar fee or commission in connection with the merger;

the receipt and execution of a commitment letter by AmeriPath from Wachovia Bank, National Association, Citigroup Global Markets, Inc., Deutsche Bank Trust Company Americas and UBS Loan Finance LLC for the purpose of consummating the merger and the payment of all related fees and expenses; and

the existence of an equity financing commitment from Welsh Carson for the purpose of consummating the merger and the payment of all related fees and expenses.

Some of the representations and warranties listed above will not be considered breached unless the breach of the representation or warranty would be reasonably likely to have a material adverse effect on the ability of Holdings to perform its obligations under the merger agreement or to consummate the merger or that would materially delay the consummation of the merger.

None of the representations and warranties of Holdings, AmeriPath or Acquisition Corp. in the merger agreement will survive after the effective time of the merger.

Covenants Relating to Conduct of Business Pending the Merger

Covenants of Specialty. Subject to identified exceptions, from the date of the merger agreement to the effective time of the merger, and unless otherwise provided in the merger agreement, Specialty has agreed, and has agreed to cause its subsidiaries, to carry on their respective businesses in the usual,

regular and ordinary course in substantially the same manner as prior to the signing of the merger agreement, to use all reasonable efforts to preserve intact its current business organization, to use all reasonable efforts to keep available the services of its current officers and employees and keep its relationships with customers, suppliers, licensors, licensees, distributors and others having business dealings with them and to comply, in all material respects, with all applicable laws.

From the date of the merger agreement to the effective time of the merger, Specialty has agreed, with limited exceptions, that neither it nor any of its subsidiaries will do any of the following, except as expressly contemplated by the merger agreement or otherwise consented to in writing by Holdings:

declare, set aside, pay any dividends on, or make any other distributions in respect of, any capital stock (except for cash dividends and distributions by a direct or indirect wholly-owned subsidiary of Specialty to Specialty);

adjust, split, combine or reclassify any capital stock or issue or authorize the issuance of any other securities in respect of, in lieu of or in substitution for any capital stock;

purchase, redeem or otherwise acquire any capital stock or any other securities of Specialty or its subsidiaries or any rights, warrants or options to acquire such shares or other securities;

except for common stock issuable pursuant to existing stock option plans, issue, deliver, hypothecate, pledge, sell, grant or otherwise encumber any capital stock, voting debt, voting securities, any securities convertible into or exchangeable for, or any options, warrants or rights to acquire such shares, voting debt, voting securities or convertible or exchangeable securities, "phantom" stock, "phantom" stock rights, stock appreciation rights, restricted stock awards, dividend equivalent awards or stock based performance units;

amend the terms of any outstanding debt or equity security or any stock option plan;

amend or propose to amend its articles of incorporation, bylaws or any other organizational documents;

acquire or agree to acquire by merging or consolidating with, or by purchasing a substantial equity interest in or portion of the assets of, or by any other manner, any business or any corporation, partnership, joint venture, association or other business organization or division thereof;

subject to certain exceptions, acquire or agree to acquire any assets, other than purchases of inventory, equipment and raw materials in the ordinary course of business consistent with past practice;

subject to certain limited exceptions, make grants to or otherwise increase the compensation, severance, termination pay or fringe or other benefits of employees, consultants, officers and directors;

enter into any new, or amend any existing, employment, consulting, indemnification, change of control, severance or termination agreement with any current or former executive officer, director, employee or consultant;

subject to certain limited exceptions, revalue material assets or change its accounting principles or practices;

sell, lease (as lessor), license or otherwise dispose of or subject to any lien any property or assets other than sales of inventory in the ordinary course of business consistent with past practice and other dispositions in the ordinary course of business consistent with past practice not in excess of $250,000 in the aggregate;

assume, incur or guarantee indebtedness, issue or sell debt securities or warrants or other rights to acquire debt securities or guarantee any debt securities of another person, enter into any "keep well" or other agreement to maintain any financial statement condition of another person or enter into any arrangement having the economic effect of any of the foregoing, except for short-term borrowings incurred in the ordinary course of business consistent with past practice which in the aggregate do not exceed $100,000;

make any loans, advances or capital contributions to, or investments in, any other person, other than loan or advances to, or investments in, any direct or indirect wholly-owned subsidiary of Specialty existing on the date of the merger agreement in the ordinary course of business consistent with past practice;

make or agree to make any capital expenditures that are in excess of $1.5 million individually or $5.0 million collectively with all other capital expenditures made during the period;

authorize, recommend, propose or announce an intention to adopt a plan of complete or partial liquidation or dissolution;

make or rescind any material tax election or take any tax position or settle or compromise any claim, action, suit, investigation, audit, examination, proceeding (whether judicial or administrative) or matter in controversy relating to taxes, or make any change in its method of reporting income, deductions or other tax items for tax purposes;

enter into any material license with respect to intellectual property rights owned by Specialty or its subsidiaries unless such license is non-exclusive and entered into in the ordinary course of business consistent with past practices;

enter into any new line of business outside the medical laboratory business;

settle or compromise any pending or threatened claims, litigations, arbitrations or proceedings involving potential payments of more than $250,000 in the aggregate, that admit liability or consent to any non-monetary relief or that otherwise would reasonably be expected to be material to Specialty and its subsidiaries;

pay, discharge or satisfy claims, liabilities or obligations other than in the ordinary course of business consistent with past practice or in accordance with their terms, of liabilities reflected or reserved against in the most recent consolidated financial statements of Specialty included in its 2004 annual report on Form 10-K, cancel any indebtedness, waive or assign rights of substantial value or waive any benefits of, or agree to modify any respect, or fail to enforce, or consent to any matter with respect to which consent is required under, any confidentiality, standstill or similar agreement;

enter into any contract to the extent consummation of the merger or compliance by Specialty with the provisions of the merger agreement could reasonably be expected to resulting a violation of such contract;

enter into, modify, amend, cancel or terminate any contract that would reasonably be expected to have a material adverse effect on Specialty, impair in any material respect the ability of Specialty to perform its obligations under the merger agreement or prevent or materially delay the consummation of the merger;

alter the corporate structure or ownership of Specialty or any of its subsidiaries;

knowingly or intentionally take any action that is reasonably likely to result in Specialty's representations or warranties in the merger agreement being untrue in any material respect; or

agree to or make a commitment to take any of the foregoing actions.

The covenants in the merger agreement or instruments delivered pursuant to the merger agreement will not survive the effective time of the merger except for covenants that contemplate performance after the effective time.

Preparation of Proxy Statement and Schedule 13E-3; Stockholders' Meeting

Subject to certain exceptions, the merger agreement provides that Specialty will prepare, and work with the Securities and Exchange Commission to clear, an appropriate proxy statement and Specialty, Holdings, AmeriPath and Acquisition Corp. will prepare, and work with the Securities and Exchange Commission to clear, an appropriate Schedule 13E-3.

Specialty will duly call, give notice of, convene and hold (no later than 45 days after mailing the proxy statement to the stockholders) the special meeting of Specialty's stockholders to which the proxy statement relates to consider and approve the merger agreement and the merger and will solicit proxies in favor thereof. The merger agreement provides that the proxy statement will include the recommendation of the board of directors that the stockholders approve the merger agreement and the merger, subject to the exceptions described below under " Solicitation of Transactions."

Access to Information; Confidentiality

Except for information that is subject to the terms of a confidentiality agreement with a third party, from the date of the merger agreement to the effective time of the merger, Specialty has agreed to give the officers, employees, accountants, counsel, financial advisors and other representatives of Holdings, during normal business hours and upon reasonable request, reasonable access to all of Specialty's and its subsidiaries' properties, books, contracts, commitments, personnel and records. All information so furnished will be subject to the confidentiality agreement entered into between Holdings and Specialty on June 15, 2005.

Solicitation of Transactions

Specialty will not, nor will it authorize or permit its subsidiaries to, nor will it authorize or permit any officer, director, employee or affiliate of, or any investment banker, attorney or other advisor or representative of, Specialty or its subsidiaries to, (i) solicit, initiate or knowingly encourage (including by way of providing any information not provided generally to the public) any prospective purchaser or the submission of any acquisition proposal, take any action designed to facilitate any inquiries, offers, or proposals, or make any other efforts or attempts that constitute, or may reasonably be expected to lead to, any acquisition proposal, or engage in any discussions or negotiations with respect thereto or otherwise cooperate with or assist or participate in, or facilitate any such inquiries, offers, proposals, discussions or negotiations, (ii) accept an acquisition proposal or enter into any agreement or agreement in principle with respect to any acquisition proposal or enter into any agreement or agreement in principle requiring Specialty to abandon, terminate or fail to consummate the transactions contemplated by the merger agreement or breach its obligations with respect to solicitation of an acquisition proposal, or (iii) furnish to any person any information with respect to any acquisition proposal.

Under the merger agreement, an "acquisition proposal" means any proposal or offer for a merger, share exchange, business combination, consolidation, dual listed structure, liquidation, dissolution, recapitalization, reorganization or other similar transaction involving Specialty, (ii) any proposal or offer to acquire in any manner, directly or indirectly, over 20% of the equity securities of Specialty or any business that constitutes 20% or more of the consolidated net revenues, net income or net assets of Specialty, (iii) any proposal or offer relating to any tender offer or exchange offer that if consummated would result in any person or group of persons beneficially owning 20% or more of the outstanding equity securities of Specialty, or (iv) any proposal or offer to acquire, lease, exchange, mortgage, pledge, dispose of or otherwise transfer, in any manner, directly or indirectly, over 20% of the consolidated total assets of Specialty, in a single transaction or a series of related transactions, in each case other than the transactions contemplated by the merger agreement. Under the merger agreement, a "superior proposal" is defined as any proposal made by a third party to acquire all or substantially all

of the equity securities or assets of Specialty, pursuant to a tender or exchange offer, a merger, a consolidation, a liquidation or dissolution, a recapitalization or a sale of all or substantially all of its assets (i) on terms which the Specialty board determines in good faith, after consultation with outside counsel, to be superior from a financial point of view to the holders of Specialty common stock than the transactions contemplated by the merger agreement, taking into account all the terms and conditions of such proposal and the merger agreement (including any proposal by Holdings to amend the terms of the merger agreement or the transactions contemplated by the merger agreement) and (ii) that is reasonably capable of being completed, taking into account all financial, regulatory, legal and other aspects of such proposal.

Specialty may furnish information to the person making an acquisition proposal and its representatives pursuant to a customary confidentiality agreement that contains provisions which are no less favorable to Specialty than those contained in the confidentiality agreement entered into between Holdings and Specialty on June 15, 2005 and participate in discussions or negotiations (including solicitation of a revised acquisition proposal from such person) with such person and its representatives regarding such acquisition proposal, so long as: (1) Specialty has otherwise complied with its non-solicitation obligations and Specialty has received an acquisition proposal from a person that the board of directors of Specialty determines in good faith to be bona fide, (2) the board of directors of Specialty determines in good faith, after consultation with its independent financial advisors, that such acquisition proposal constitutes or could reasonably be expected to constitute a superior proposal, and (3) after consultation with its outside counsel, the board of directors of Specialty determines in good faith that taking such action is necessary for the board of directors of Specialty to comply with its fiduciary duties under applicable law.

The board of directors of Specialty or any committee thereof may not (1) withdraw or modify in a manner adverse to Holdings, or propose publicly to withdraw or modify, in a manner adverse to Holdings, the approval or recommendation by the board of directors of Specialty or any such committee of the merger agreement, the merger or the other transactions contemplated by the merger agreement, (2) approve any letter of intent, memorandum of understanding, agreement in principle, merger agreement, acquisition agreement, option agreement, joint venture agreement, partnership agreement or other similar agreement constituting or relating to, or that is intended to or could reasonably be expected to lead to, any acquisition proposal or (3) approve or recommend, or propose publicly to approve or recommend, any acquisition proposal. At any time prior to obtaining the approval of Specialty's stockholders, the board of directors of Specialty may take any action described in clause (1), (2) or (3) above if Specialty receives a superior proposal and as a result thereof the board of directors of Specialty determines in good faith, after consultation with outside counsel, that it is necessary to do so in order to comply with its fiduciary obligations.

The board of directors of Specialty may take and disclose to the stockholders of Specialty a position on a third party tender or exchange offer pursuant to Rules 14d-9 and 14e-2(a) of the Exchange Act or make any other disclosure required by applicable law, without violating any limitations on soliciting transactions in the merger agreement.

Notification

Specialty will promptly advise Holdings orally and in writing of any acquisition proposal or any inquiry that could reasonably be expected to lead to any acquisition proposal, the identity of the person making any such acquisition proposal and the principal terms and conditions thereof prior to furnishing any information or participating in any discussions permitted by the merger agreement with respect to such acquisition proposal. Specialty will (i) keep Holdings reasonably informed on a current basis of the status of and material developments respecting any acquisition proposal or inquiry (including any changes to the principal terms and conditions thereof), (ii) provide to Holdings as soon as practicable after receipt or delivery thereof with copies of all written acquisition proposals sent or provided to

Specialty or any representative from any person, and (iii) provide notice to Holdings of any intent to (A) withdraw or modify in a manner adverse to Holdings, or propose publicly to withdraw or modify, in a manner adverse to Holdings, the approval or recommendation by the board of directors of Specialty or any such committee of the merger agreement, the merger or the other transactions contemplated by the merger agreement, (B) approve any letter of intent, memorandum of understanding, agreement in principle, merger agreement, acquisition agreement, option agreement, joint venture agreement, partnership agreement or other similar agreement constituting or relating to, or that is intended to or could reasonably be expected to lead to, any acquisition proposal or (C) approve or recommend, or propose publicly to approve or recommend, any acquisition proposal, or to terminate the merger agreement in connection with the approval of a superior acquisition proposal in accordance with the terms of the merger agreement, subject to certain conditions.

Directors' and Officers' Indemnification and Insurance

Holdings and AmeriPath will, to the fullest extent permitted by law, cause the surviving corporation to honor all Specialty's obligations to indemnify (including any obligations to advance funds for expenses) the current or former directors or officers of Specialty for acts or omissions by such directors and officers occurring prior to the effective time of the merger to the extent that such obligations of Specialty exist on the date of the merger agreement, whether pursuant to Specialty's articles of incorporation or bylaws, individual indemnity agreements, applicable law or otherwise, and such obligations shall survive the merger and will continue in full force and effect in accordance with the terms of Specialty's articles of incorporation, bylaws and such individual indemnity agreements or applicable law for a period of six years from the effective time of the merger.

Holdings and AmeriPath will purchase prior to the effective time of the merger a six year extended reporting provision (so-called "tail policy") under a directors' and officers' liability policy, to include "employment practices" liability and "fiduciary" with respect to liability obligations of the individuals that are officers and directors of Specialty on the date of the merger agreement in respect of indemnification from liabilities for acts or omissions occurring at or prior to the closing of the merger, which policy shall be no less favorable to the beneficiaries than the directors' and officers' liability policies maintained by Specialty on the date of the merger agreement and will be provided by carriers with comparable ratings. However, Holdings and AmeriPath will not be required to pay an amount in connection with such policy in excess of $2.6 million.

Financing

Holdings and AmeriPath have agreed to use their respective commercially reasonable efforts to arrange financing for the merger and other transactions contemplated by the merger agreement on terms and conditions described in the financing commitment letters attached to the merger agreement. In addition, if any portion of the financing contemplated by such letters becomes unavailable, Holdings and AmeriPath have agreed to use their respective commercially reasonable efforts to obtain any such portion of such financing from alternative sources which provide such financing on terms which have substantially similar economic terms as those set forth in the commitment letters attached to the merger agreement.

Specialty has agreed to provide, and to cause its subsidiaries to provide, all necessary cooperation reasonably requested by Holdings, AmeriPath or Acquisition Corp. in connection with the arrangement of the financing necessary to complete the merger.

Best Efforts; Consents and Approvals

Specialty, Holdings, AmeriPath and Acquisition Corp. have agreed to use their best efforts to take, or cause to be taken, all actions, and to do, or cause to be done, and to assist and cooperate with the

other parties in doing, all things necessary, proper or advisable to consummate and make effective, in the most expeditious manner practicable, the transactions contemplated by the merger agreement, including (i) the obtaining of all necessary consents of governmental entities and the making of all necessary registrations, declarations and filings (including filings with governmental entities, if any) and the taking of all reasonable steps as may be necessary to obtain an approval or waiver from, or to avoid an action or proceeding by, any governmental entity and (ii) the obtaining of all necessary consents, approvals or waivers from third parties. Each of the parties has agreed to file or cause to be filed with the Federal Trade Commission and the Antitrust Division of the Department of Justice any notification required to be filed by it or its "ultimate parent" company under the HSR Act and the rules and regulations promulgated thereunder with respect to the transactions contemplated by the merger agreement. Such parties will make such filings promptly and respond on a timely basis to any requests for additional information made by either of such agencies. Each of the parties have agreed to furnish the other with copies of all correspondence, filings and communications (and memoranda setting forth the substance thereof) between it and its affiliates and their respective representatives, on the one hand, and the Federal Trade Commission, the Antitrust Division of the Department of Justice or any other governmental entity or members or their respective staffs, on the other hand, with respect to the merger, other than personal financial information filed therewith.

Specialty and its board of directors will (1) use their reasonable efforts to take all action necessary or otherwise reasonably requested by Holdings, AmeriPath or Acquisition Corp. to exempt the merger from the provisions of any applicable takeover, business combination, control share acquisition or similar law and (2) if any takeover, business combination, control share acquisition or similar law becomes applicable to the merger agreement or the merger, use their reasonable efforts to take all action necessary to ensure that the merger may be consummated as promptly as practicable on the terms contemplated by the merger agreement and otherwise to minimize the effect of such statute or regulation on the merger.

Public Announcements

Specialty, Holdings, AmeriPath and Acquisition Corp. have agreed to consult with each other before issuing, and to mutually agree upon, any press release or other public announcement pertaining to the merger and the related transactions, except as may be required by applicable law, in which case the party proposing to issue the press release or announcement will use its reasonable efforts to consult in good faith with the other parties before any such issuance.

Employee Benefits Matters

Until August 1, 2006, Holdings and AmeriPath have agreed to either maintain Specialty's benefit plans (other than plans providing for the issuance of Specialty capital stock or other equity-based compensation) at the benefit levels in effect as of the date of the merger agreement or to provide benefits to employees of Specialty and its subsidiaries that, taken as a whole, are not materially less favorable in the aggregate to such employee than those provided to them prior to the effective time of the merger.

From and after the effective time of the merger, Holdings and AmeriPath have agreed to honor all of Specialty's existing employment, severance and termination agreements, plans and policies. With respect to any employee benefit plan maintained by Holdings or any of its subsidiaries, for all purposes, including determining eligibility to participate, level of benefits and vesting, service with Specialty or its subsidiaries will, to the extent permitted under applicable laws, be treated as service with Holdings or any of its subsidiaries. To the extent permitted under applicable laws, Holdings and Ameripath will (i) waive or cause to be waived any pre-existing condition limitation under any welfare benefit plan maintained by Holdings or any of its affiliates (other than Specialty) in which employees of Specialty or its subsidiaries will be eligible to participate after the effective time of the merger, subject to certain

limited exceptions, and (ii) recognize or cause to be recognized the dollar amount of all expenses incurred by each employee of Specialty during the calendar year in which the effective time of the merger occurs for purposes of satisfying such year's deductible and co-payment limitations under the relevant welfare benefit plans in which they will be eligible to participate from and after the effective time of the merger.

If the effective time of the merger occurs before the date of the fiscal year 2005 bonuses for employees of Specialty are determined, Specialty may, immediately prior to the effective time of the merger, in consultation with Holdings, determine the bonuses to be paid to its employees for fiscal year 2005 pursuant to any contract or benefit plan and may pay any amounts (not to exceed $400,000) awarded by the board of directors of Specialty prior to the execution of the merger agreement, and Specialty may pay all such amounts. If Specialty has not paid such amounts prior to the effective time of the merger, then AmeriPath or the surviving corporation will pay such amount to such employees promptly following the effective time of the merger.

Stockholder Litigation

Specialty has agreed to promptly notify Holdings of any stockholder litigation against Specialty and/or its directors relating to the merger agreement and the merger, and before any settlement of such litigation, Holdings must consent to any settlement in writing, but such consent may not be unreasonably withheld or delayed.

Conditions to Completing the Merger

Conditions to Each Party's Obligation. The obligations of Specialty, Holdings, AmeriPath and Acquisition Corp. to complete the merger are subject to the satisfaction or waiver (where permitted by law) of the following conditions:

the merger agreement must have been approved at a special meeting of stockholders by the affirmative vote of the holders of a majority of the outstanding shares of Specialty common stock entitled to vote and by the holders of a majority of the outstanding shares of Specialty common stock entitled to vote and not held by the continuing investors and their affiliates;

the waiting period (and any extension thereof) applicable to the merger under the HSR Act must have been terminated or must have expired and any material consents of, filings with and notices to, all governmental entities required of Holdings, AmeriPath, Acquisition Corp. or Specialty or any of their respective subsidiaries or other affiliates prior to the effective time of the merger in connection with the merger must have been obtained, effected or made;

no judgment or law must be in effect that prevents the consummation of the merger; and

the transactions set forth in the SME agreement must have been consummated.

Conditions to Holdings' Obligations. The obligations of Holdings to complete the merger are subject to the satisfaction or waiver (where permitted by law) of the following additional conditions:

(1) certain specified representations and warranties of Specialty must be true and correct in all material respects as of the closing date of the merger, except to the extent such representations and warranties expressly relate to an earlier date (in which case such representations and warranties shall be true and correct as of such earlier date) and (2) all other representations and warranties set forth in the merger agreement, disregarding qualifications as to materiality, material adverse effect or words of similar import, must be true and correct as of the closing date of the merger as though made on the closing date of the merger agreement, except to the extent such representations and warranties expressly relate to an earlier date (in which case such representations and warranties, disregarding qualifications as to materiality, material adverse

effect or words of similar import, shall be true and correct as of such earlier date), other than, in the case of clause (2) only, for such failures to be true and correct that, individually and in the aggregate, have not had a material adverse effect on Specialty, and Specialty must provide an officer's certificate to Holdings confirming the foregoing;

Specialty must have performed in all material respects the obligations required to be performed by it under the merger agreement on or prior to the closing date of the merger, and Specialty must provide Holdings an officers' certificate confirming the foregoing;

there must not be pending any suit, action or proceeding by any governmental entity seeking to restrain or prohibit the consummation of the merger or seeking to place limitations on the ownership of shares of Specialty capital stock by Holdings, AmeriPath or Acquisition Corp. or otherwise having, or being reasonably expected to have, a material adverse effect;

there must not have occurred after the date of the merger agreement any event, change, condition, circumstance or state of facts, or aggregation of events, changes, conditions, circumstances or state of facts, that has had or could reasonably be expected to have, individually or in the aggregate, a material adverse effect;

Holdings, AmeriPath, Group Holdings and Acquisition Corp. must have obtained proceeds of the bank financing substantially on the terms contemplated by the commitment letters; and

the total number of dissenting shares must not exceed 10% of the issued and outstanding shares of Specialty common stock as of the effective time of the merger.

Conditions to Specialty's Obligation. The obligation of Specialty to complete the merger is subject to the satisfaction or waiver (where permitted by law) of the following additional conditions:

the representations and warranties of Holdings, AmeriPath and Acquisition Corp. in the merger agreement, disregarding qualifications as to materiality, material adverse effect or words of similar import, must be true and correct as of the closing date of the merger as though made on the closing date of the merger, except to the extent such representations and warranties expressly relate to an earlier date (in which case such representations and warranties, disregarding qualifications as to materiality, material adverse effect or words of similar import, must be true and correct on and as of such earlier date), other than for such failures to be true and correct that, individually and in the aggregate, have not had and could not reasonably be expected to have a material adverse effect on Holdings, and Holdings must provide an officer's certificate to Specialty confirming the foregoing;

each of Holdings, AmeriPath and Acquisition Corp. must have performed in all material respects the obligations required to be performed by them under the merger agreement on or prior to the closing date of the merger, and Holdings will provide Specialty an officer's certificate confirming the foregoing.

Any or all of the conditions to the closing of the merger that are not satisfied may be waived by the parties in their discretion, other than conditions that are required by law. Specialty is unable to determine on the date of this proxy statement whether it would regard it as legally necessary or advisable to resolicit proxies because of any waiver of a condition. It is possible that Specialty would deem it advisable to resolicit proxies, based on the particular condition that is waived and the circumstances under which the condition was waived, although in a cash-only transaction, such as the merger, it is difficult at present to identify a circumstance in which proxies would be required to be resolicited absent any proposed reduction of the merger price of $13.25 per share or some other