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

FORM 10-Q

Mark one

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended April 30, 2011

or

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

For the transition period from _____ to _____
Commission File Number 001-09974

ENZO BIOCHEM, INC.

(Exact name of registrant as specified in its charter)

New York	13-2866202
(State or Other Jurisdiction of Incorporation or Organization)	(IRS. Employer Identification No.)
527 Madison Ave, New York, New York	10022
(Address of Principal Executive office)	(Zip Code)

212-583-0100

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant has required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 45 of Regulation S-T (§232.405 of that chapter) during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files).

Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)

Yes ☐ No ☒

As of June 1, 2011 the Registrant had approximately 38,589,100 shares of common stock outstanding.

ENZO BIOCHEM, INC.
FORM 10-Q
April 30, 2011

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E NZO BIOCHEM, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	April 30, 2011 (unaudited)	July 31, 2010 (audited)
ASSETS		
Current assets:		
Cash and cash equivalents	$ 9,709	$ 8,759
Short term investments	17,808	24,807
Accounts receivable, net of allowances	13,770	13,006
Inventories	9,697	8,882
Prepaid expenses	2,082	2,284
Total current assets	53,066	57,738
Property, plant and equipment, net	10,908	11,858
Goodwill	25,819	24,943
Intangible assets, net	20,040	20,368
Other	442	338
Total assets	$ 110,275	$ 115,245
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable – trade	$ 7,150	$ 6,455
Accrued liabilities	8,105	8,509
Other current liabilities	557	572
Deferred taxes	53	21
Total current liabilities	15,865	15,557
Deferred taxes	2,672	2,582
Other	91	90
Commitments and contingencies		
Stockholders' equity:		
Preferred Stock, $.01 par value; authorized 25,000,000 shares; no shares issued or outstanding	—	—
Common Stock, $.01 par value; authorized 75,000,000 shares; shares issued: 39,034,441 at April 30, 2011 and 38,782,725 at July 31, 2010	390	388
Additional paid-in capital	305,654	306,561
Less treasury stock at cost: 450,014 shares at April 30, 2011 and 623,848 shares at July 31, 2010	(6,387)	(8,854)
Accumulated deficit	(210,891)	(201,954)
Accumulated other comprehensive income	2,881	875
Total stockholders' equity	91,647	97,016
Total liabilities and stockholders' equity	$ 110,275	$ 115,245

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

E NZO BIOCHEM, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)
(in thousands, except per share data)

	Three Months Ended April 30,		Nine Months Ended April 30,	
	2011	2010	2011	2010
Revenues:				
Product revenues	$ 10,935	$ 11,089	$ 31,356	$ 32,599
Royalty and license fee income	1,083	1,894	5,380	7,044
Clinical laboratory services	13,809	10,805	38,477	32,494
Total revenues	25,827	23,788	75,213	72,137
Operating expenses:				
Cost of product revenues	5,195	5,394	15,708	15,771
Cost of clinical laboratory services	8,268	7,863	23,333	21,623
Research and development	2,053	2,479	5,831	7,273
Selling, general, and administrative	10,877	11,795	33,450	36,841
Provision for uncollectible accounts receivable	1,005	650	3,037	2,073
Legal	695	(127)	2,767	1,030
Litigation settlement and related legal costs	—	—	—	3,698
Total operating expenses	28,093	28,054	84,126	88,309
Operating loss	(2,266)	(4,266)	(8,913)	(16,172)
Other income (expense):				
Interest income	2	3	10	13
Other	71	20	147	6
Foreign currency gain (loss)	191	(156)	135	(351)
Loss before income taxes	(2,002)	(4,399)	(8,621)	(16,504)
Provision for income taxes	108	177	316	216
Net loss	$ (2,110)	$ (4,576)	$ (8,937)	$ (16,720)
Net loss per common share:				
Basic and Diluted	$ (0.05)	$ (0.12)	$ (0.23)	$ (0.44)
Weighted average common shares outstanding:				
Basic and Diluted	38,478	38,095	38,279	37,950

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

E NZO BIOCHEM, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
AND COMPREHENSIVE (LOSS) INCOME
Nine months ended April 30, 2011
(UNAUDITED)
(In thousands, except share data)

	Common Stock Shares	*Treasury Stock Shares*	Common Stock Amount	Additional Paid-in Capital	Treasury Stock Amount	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity	Comprehensive (Loss) Income
Balance at July 31, 2010	*38,782,725*	*623,848*	$ 388	$ 306,561	$ (8,854)	$ (201,954)	$ 875	$ 97,016	
Net loss for the period ended April 30, 2011	—	—	—	—	—	(8,937)	—	(8,937)	$ (8,937)
Vesting of restricted stock	251,716	—	2	—	—	—	—	2	—
Stock based compensation charges	—	—	—	870	—	—	—	870	—
Issuance of treasury stock for employee 401(k) plan match	—	*(173,834)*	—	(1,777)	2,467	—	—	690	—
Foreign currency translation adjustments	—	—	—	—	—	—	2,006	2,006	2,006
Comprehensive loss									$ (6,931)
Balance at April 30, 2011	39,034,441	450,014	$ 390	$ 305,654	$ (6,387)	$ (210,891)	$ 2,881	$ 91,647	

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

E NZO BIOCHEM, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(in thousands)

	Nine Months Ended April 30, 2011	2010
Cash flows from operating activities:		
Net loss	$ (8,937)	$ (16,720)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization of property, plant and equipment	2,133	2,050
Amortization of intangible assets	1,138	1,174
Provision for uncollectible accounts receivable	3,037	2,073
Provision for excess or obsolete inventory	308	—
Deferred income tax benefit	(126)	(136)
Share based compensation charges	870	851
Share based 401(k) employer match expense	500	923
Deferred revenue recognized	(38)	(337)
Foreign currency (gain) loss on intercompany loan	(183)	237
Changes in operating assets and liabilities:		
Accounts receivable	(3,697)	(1,574)
Inventories	(968)	(807)
Prepaid expenses	215	388
Accounts payable – trade	736	336
Accrued liabilities	(178)	(1,985)
Other current liabilities	23	286
Other liabilities	1	—
Total adjustments	3,771	3,479
Net cash used in operating activities	(5,166)	(13,241)
Cash flows from investing activities:		
Purchases of short term investments	(136,837)	(177,028)
Maturities of short term investments	143,836	194,529
Capital expenditures	(1,021)	(2,569)
(Increase) decrease in security deposits and other	(105)	25
Net cash provided by investing activities	5,873	14,957
Effect of exchange rate changes on cash and cash equivalents	243	(48)
Increase in cash and cash equivalents	950	1,668
Cash and cash equivalents - beginning of period	8,759	6,929
Cash and cash equivalents - end of period	$ 9,709	$ 8,597

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

Note 1 – Basis of Presentation

The accompanying consolidated financial statements include the accounts of Enzo Biochem, Inc. and its wholly-owned subsidiaries, Enzo Life Sciences, Enzo Clinical Labs, Enzo Therapeutics and Enzo Realty LLC, collectively referred to as the "Company" or "Companies". The consolidated balance sheet as of April 30, 2011, the consolidated statement of stockholders' equity and comprehensive (loss) income for the nine months ended April 30, 2011, the consolidated statements of cash flows for the nine months ended April 30, 2011 and 2010, and the consolidated statements of operations for the three and nine months ended April 30, 2011 and 2010, are unaudited. In the opinion of management, all adjustments (which include normal recurring adjustments) necessary to present fairly the financial position and operating results for the interim periods have been made. Certain information and footnote disclosure, normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States, have been condensed or omitted. The consolidated financial statements should be read in conjunction with the consolidated financial statements for the year ended July 31, 2010 and notes thereto contained in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission. The consolidated balance sheet at July 31, 2010 has been derived from the audited financial statements at that date. The results of operations for the three and nine months ended April 30, 2011 are not necessarily indicative of the results that may be expected for the fiscal year ending July 31, 2011.

Recent Accounting Pronouncements

In October 2009, the FASB issued a Consensus of the FASB Emerging Issues Task Force relating to Multiple Deliverable Revenue Arrangements . This standard provides application guidance on whether multiple deliverables exist, how the deliverables should be separated and how the consideration should be allocated to one or more units of accounting. This update establishes a selling price hierarchy for determining the selling price of a deliverable. The selling price used for each deliverable will be based on vendor-specific objective evidence, if available, third-party evidence if vendor-specific objective evidence is not available, or estimated selling price if neither vendor-specific or third-party evidence is available. This guidance is effective for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. The Company adopted this guidance effective August 1, 2010 which did not have an effect on its consolidated results of operations and financial condition.

Reclassifications

Certain amounts in prior year period have been reclassified to conform to current year presentation. For the third quarter ended April 30, 2010, the Company reclassified approximately $275 of payroll related expenses previously included in selling, general and administrative expense to cost of clinical laboratory services.

Note 2 – Short-term Investments

At April 30, 2011 and July 31, 2010, the Company's short-term investments, whose fair value approximates cost, are in U.S. Treasury bills, which are purchased at discounts with remaining maturities of under ninety days.

The authoritative guidance for fair value measurements establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under the guidance are described below:

Level 1: Valuations based on quoted market prices in active markets for identical assets or liabilities.

Level 2: Valuations based on quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities.

Level 3: Valuations based on inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

At April 30, 2011 and July 31, 2010 the Company's short-term investments are classified as Level 1 assets.

Note 3 – Net income (loss) per share

Basic net income (loss) per share represents net income (loss) divided by the weighted average number of common shares outstanding during the period. The dilutive effect of potential common shares, consisting of outstanding stock options and unvested restricted stock, is determined using the treasury stock method. Diluted weighted average shares outstanding for the three and nine months ended April 30, 2011 and 2010 do not include the potential common shares from stock options and unvested restricted stock because to do so would have been antidilutive. Accordingly, basic and diluted net loss per share is the same during these periods.

For the three and nine months ended April 30, 2011 and 2010, there were no potential net shares excluded from the computation of diluted net loss per share from exercise of "in the money" stock options or from restricted stock awards.

The following table summarizes the number of "out of the money" options excluded from the computation of diluted net loss per share because the effect of their potential exercise is anti-dilutive.

	Three months ended April 30,		Nine months ended April 30,	
	2011	2010	2011	2010
"Out of the money" employee and director stock options	839,814	1,132,400	996,851	1,163,400

Note 4 – Share-based compensation

The following table sets forth the amount of expense related to share-based payment arrangements included in specific line items in the accompanying statements of operations:

	Three months ended April 30,		Nine months ended April 30,	
	2011	2010	2011	2010
Cost of clinical laboratory services	$ 2	$ 3	$ 8	$ 9
Research and development	6	4	16	10
Selling, general and administrative	216	264	846	832
	$ 224	$ 271	$ 870	$ 851

No excess tax benefits were recognized during the nine month periods ended April 30, 2011 and 2010.

Stock option plans

A summary of the activity relating to the Company's stock option plans for the nine month period ended April 30, 2011 is as follows:

	Options	Weighted Average Exercise Price	Aggregate Intrinsic Value
Outstanding at August 1, 2010	1,132,450	$ 14.30	$ —
Exercised	—	—	
Cancelled	(292,636)	$ 12.69	
Outstanding and exercisable at end of period	839,814	$ 14.86	$ —

As of April 30, 2011, there was no unrecognized compensation cost related to unvested stock option-based compensation.

Restricted Stock Awards

A summary of the activity pursuant to the Company's restricted stock awards for the nine months ended April 30, 2011 is as follows:

	Awards	Weighted Average Award Price
Unvested at August 1, 2010	417,578	$ 5.50
Awarded	4,000	$ 4.43
Vested	(251,716)	$ 5.02
Forfeited	(5,950)	$ 7.27
Unvested at end of period	163,912	$ 6.15

The fair value of a restricted stock award is determined based on the closing stock price on the award date. As of April 30, 2011, there was approximately $0.8 million of unrecognized compensation cost related to unvested restricted stock-based compensation to be recognized over a weighted average remaining period of one year.

On January 14, 2011, the Company's stockholders approved the adoption of the 2011 Incentive Plan (the "2011 Plan") which provides for the issuance of equity awards, including among others, options, restricted stock and restricted stock units for up to 3,000,000 Common Shares. No additional awards may be granted under the 1999 or 2005 Plans. The exercise price of options granted under the 2011 Plan, and consistent with other Plans, is equal to or greater than fair market value of the Common Stock on the date of grant. Unless terminated earlier by the Board of Directors the 2011 Plan will terminate at the earliest of; (a) such time as no shares of Common Stock remain available for issuance under the 2011 Plan or (b) tenth anniversary of the effective date of the 2011 Plan. Awards outstanding upon expiration of the 2011 Plan shall remain in effect until they have been exercised, terminated, or have expired.

The total number of shares available for grant as equity awards under the 2011 Plan is 2,996,000 as of April 30, 2011.

Note 5 – Supplemental disclosure for statement of cash flows

Supplemental information with respect to the Company's consolidated statements of cash flows is as follows:

	Nine months ended April 30, 2011	2010
Taxes paid – net	$ 104	$ 162
Interest paid	$ 28	$ 25

Note 6 – Comprehensive loss and Accumulated Other Comprehensive Income

During the three months ended April 30, 2011 and 2010, total comprehensive loss was approximately $1.1 million and $4.4 million, respectively. During the nine months ended April 30, 2011 and 2010, total comprehensive loss was approximately $6.9 million and $16.3 million, respectively. At April 30, 2011 and July 31, 2010, the accumulated other comprehensive income relates to foreign currency translation adjustments.

Note 7- Inventories

Inventories consist of the following:

	April 30, 2011	July 31, 2010
Raw materials	$ 1,029	$ 921
Work in process	2,540	2,136
Finished products	6,128	5,825
	$ 9,697	$ 8,882

Note 8 – Goodwill and intangible assets

The Company's change in the net carrying amount of goodwill by business segment is as follows:

	Enzo Life Sciences	Enzo Clinical Labs	Total
Balance August 1, 2010	$ 17,491	$ 7,452	$ 24,943
Foreign currency translation	876	—	876
Balance April 30, 2011	$ 18,367	$ 7,452	$ 25,819

Intangible assets, all of which are included in the Life Sciences segment, consist of the following:

	April 30, 2011			July 31, 2010		
	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Finite-lived intangible assets:						
Patents	$ 11,027	$ (10,246)	$ 781	$ 11,027	$ (10,154)	$ 873
Customer relationships	12,603	(3,152)	9,451	12,099	(2,248)	9,851
Non-compete and employment agreements	521	(512)	9	478	(396)	82
Website and acquired content	1,044	(688)	356	1,009	(489)	520
Licensed technology and other	655	(332)	323	628	(285)	343
Indefinitely-lived intangible assets:						
Trademarks	9,120	—	9,120	8,699	—	8,699
Total	$ 34,970	$ (14,930)	$ 20,040	$ 33,940	$ (13,572)	$ 20,368

At April 30, 2011, the weighted average useful life of finite-lived intangible assets was approximately eight years.

For financial reporting purposes, useful lives for intangibles acquired in the Life Sciences acquisitions have been assigned as follows:

Customer relationships	8-15 years
Trademarks	Indefinite
Other intangibles	4-5 years

Note 9 – Accrued Liabilities and Other Current Liabilities

At April 30, 2011 and July 31, 2010, accrued liabilities consist of:

	April 30, 2011	July 31, 2010
Legal	$ 970	$ 877
Payroll, benefits, and commissions	3,434	4,012
Professional fees	1,030	963
Research and development	716	716
Other	1,955	1,941
	$ 8,105	$ 8,509

At April 30, 2011 and July 31, 2010, other current liabilities consist of:

	April 30, 2011	July 31, 2010
Deferred revenue	$ 437	$ 496
Other	120	76
	$ 557	$ 572

Note 10 - Income taxes

At the end of each interim reporting period, the Company estimates its effective income tax rate expected to be applicable for the full year. This estimate is used to determine the income tax provision or benefit on a year-to-date basis and may change in subsequent interim periods.

The Company's effective tax rate for the three months ended April 30, 2011 was 5.4% compared to 4.0% during the three months ended April 30, 2010. The tax provision for the periods were based on state and local taxes, domestic and foreign tax for tax deductible goodwill and indefinite lived intangibles, and book to tax differences for inventory. The Company's effective tax rate for the nine months ended April 30, 2011 was 3.7% compared to 1.3% during the nine months ended April 30, 2010. The tax provision for the periods were based on state and local taxes, domestic and foreign tax for tax deductible goodwill and indefinite lived intangibles, and book to tax differences for inventory.

The Company's effective tax rate for both periods differed from the expected net operating loss carryforward benefit at the U.S. federal statutory rate of 34% primarily due to the inability to recognize such benefit. The carryforward benefit cannot be recognized because of uncertainties relating to future taxable income in terms of both its timing and its sufficiency, which would enable the Company to realize the federal carryforward benefit.

The Company files a consolidated Federal income tax return. The Company files combined returns with California and New York State and City for certain subsidiaries. Other subsidiaries file separate state and foreign tax returns. With few exceptions, the periods that remain subject to examination are fiscal years ended July 31, 2008 through July 31, 2010.

The Company's policy is to recognize interest and penalties accrued on any uncertain tax positions as a component of income tax expense. As of April 30, 2011, there is no liability related to unrecognized tax benefits.

Note 11 – Royalty and licensing income

The Company has a license agreement with QIAGEN Gaithersburg Inc. ("Qiagen") that began in 2005, whereby the Company earns quarterly running royalties on the net sales of Qiagen products subject to the license until the expiration of the patent on April 24, 2018. During each of the three months ended April 30, 2011 and 2010, the Company recorded royalty income under the Agreement of approximately $1.1 million. During each of the nine months ended April 30, 2011 and 2010, the Company recorded royalty income under the Agreement of approximately $4.8 million.

In April 2007 Enzo Life Sciences, Inc. ("Life Sciences") and Abbott Molecular Inc. ("Abbott") entered into an agreement, which is still in effect, covering the supply of certain of Enzo Life Sciences products to Abbott for use in their product line. The parties also entered into a limited non-exclusive royalty bearing cross-licensing agreement ("Licensing Agreement") for various patents. The Licensing Agreement requires each party to pay royalties, as defined through the lives of related non-expired patents. In connection with a component of the Licensing Agreement, Abbott paid a one-time fee of $1.5 million relating to a fully paid-up license and sublicense, as defined. The one-time fee was recognized as revenue through August 31, 2010 representing the longest expected patent life of the related patents. Abbott has notified the Company that they have made a final royalty payment because they are unaware of any non-expired patents. The Company is presently reviewing its patent portfolio and Abbott's position. The Licensing Agreement between the parties remains in full force and effect and the Company continues its commercialization efforts under the contract terms.

During the three months ended April 30, 2011, the Company recorded no royalties or license fees under the Licensing Agreement. During the three months ended April 30, 2010, the Company recorded approximately $0.8 million in royalties and license fee income under the Licensing Agreement. During the nine months ended April 30, 2011 and 2010, the Company recorded $0.5 and $2.2 million, respectively in royalties and license fees from the Licensing Agreement. Royalty and licensing income is included in the Life Sciences segment.

Note 12 – Segment reporting

The Company has three reportable segments: Life Sciences, Clinical Labs and Therapeutics. The Company's Life Sciences segment develops, manufactures, and markets products to research and pharmaceutical customers. The Clinical Labs segment provides diagnostic services to the health care community. The Company's Therapeutic segment conducts research and development activities for therapeutic drug candidates. The Company evaluates segment performance based on segment income (loss) before taxes. Costs excluded from segment income (loss) before taxes and reported as "Other", consist of corporate general and administrative costs which are not allocable to the three reportable segments.

Management of the Company assesses assets on a consolidated basis only and, therefore, assets by reportable segment have not been included in the reportable segments below. The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies.

The following financial information represents the operating results of the reportable segments of the Company:

Three months ended April 30, 2011

	Life Sciences	Clinical Labs	Therapeutics	Other	Consolidated
Revenues:					
Product revenues	$ 10,935	—	—	—	$ 10,935
Royalty and license fee income	1,083	—	—	—	1,083
Clinical laboratory services	—	$ 13,809	—	—	13,809
	12,018	13,809	—	—	25,827
Operating expenses:					
Cost of product revenues	5,195	—	—	—	5,195
Cost of clinical laboratory services	—	8,268	—	—	8,268
Research and development	1,544	—	$ 509	—	2,053
Selling, general and administrative	4,280	4,526	—	$ 2,071	10,877
Provision for uncollectible accounts receivable	—	1,005	—	—	1,005
Legal	109	79	—	507	695
Total operating expenses	11,128	13,878	509	2,578	28,093
Operating income (loss)	890	(69)	(509)	(2,578)	(2,266)
Other income (expense)					
Interest	(1)	(1)	—	4	2
Other	(8)	7	—	72	71
Foreign exchange gain	191	—	—	—	191
Income (loss) before income taxes	$ 1,072	$ (63)	$ (509)	$ (2,502)	$ (2,002)
Depreciation and amortization included above	$ 785	$ 256	$ 11	$ 32	$ 1,084
Share-based compensation included in above:					
Cost of clinical laboratory services	—	$ 2	—	—	$ 2
Research and development	$ 6	—	—	—	6
Selling, general and administrative	25	18	—	$ 173	216
Total	$ 31	$ 20	—	$ 173	$ 224
Capital expenditures	$ 108	$ 340	—	$ —	$ 448

Three months ended April 30, 2010

	Life Sciences	Clinical Labs	Therapeutics	Other	Consolidated
Revenues:					
Product revenues	$ 11,089	—	—	—	$ 11,089
Royalty and license fee income	1,894	—	—	—	1,894
Clinical laboratory services	—	$ 10,805	—	—	10,805
	12,983	—	—	—	23,788
Operating expenses:					
Cost of product revenues	5,394	—	—	—	5,394
Cost of clinical laboratory services	—	7,863	—	—	7,863
Research and development	1,858		$ 621	—	2,479
Selling, general and administrative	5,028	4,446	—	$ 2,321	11,795
Provision for uncollectible accounts receivable	—	650	—	—	650
Legal	21	80	—	(228)	(127)
Total operating expenses	12,301	13,039	621	2,093	28,054
Operating income (loss)	682	(2,234)	(621)	(2,093)	(4,266)
Other income (expense)					
Interest	(2)	—	—	5	3
Other	13	7	—	—	20
Foreign exchange loss	(156)	—	—	—	(156)
Income (loss) before income taxes	$ 537	$ (2,227)	$ (621)	$ (2,088)	$ (4,399)
Depreciation and amortization included above	$ 744	$ 249	$ 12	$ 33	$ 1,038
Share-based compensation included in above:					
Cost of clinical laboratory services	$ —	3	—	—	$ 3
Research and development	4	$ —	—	—	4
Selling, general and administrative and legal	16	21	$ —	$ 227	264
Total	$ 20	24	$ —	$ 227	$ 271
Capital expenditures	$ 257	$ 268	$ —	$	$ 525

Nine months ended April 30, 2011

	Life Sciences	Clinical Labs	Therapeutics	Other	Consolidated
Revenues:					
Product revenues	$ 31,356	—	—	—	$ 31,356
Royalty and license fee income	5,380	—	—	—	5,380
Clinical laboratory services	—	$ 38,477	—	—	38,477
	36,736	38,477	—	—	75,213
Operating expenses:					
Cost of product revenues	15,708	—	—	—	15,708
Cost of clinical laboratory services	—	23,333	—	—	23,333
Research and development	4,301	—	$ 1,530	—	5,831
Selling, general and administrative	12,833	13,618	—	$ 6,999	33,450
Provision for uncollectible accounts receivable	—	3,037	—	—	3,037
Legal	303	241	—	2,223	2,767
Total operating expenses	33,145	40,229	1,530	9,222	84,126
Operating income (loss)	3,591	(1,752)	(1,530)	(9,222)	(8,913)
Other income (expense)					
Interest	(2)	(4)	—	16	10
Other	(4)	17	—	134	147
Foreign exchange gain	135	—	—	—	135
Income (loss) before income taxes	$ 3,720	$ (1,739)	$ (1,530)	$ (9,072)	$ (8,621)
Depreciation and amortization included above	$ 2,391	$ 748	$ 35	$ 97	$ 3,271
Share-based compensation included in above:					
Cost of clinical laboratory services	—	$ 8	—	—	$ 8
Research and development	$ 16	—	—	—	16
Selling, general and administrative	71	51	—	$ 724	846
Total	$ 87	$ 59	—	$ 724	$ 870
Capital expenditures	$ 304	$ 717	—	$ —	$ 1,021

Nine months ended April 30, 2010

	Life Sciences	Clinical Labs	Therapeutics	Other	Consolidated
Revenues:					
Product revenues	$ 32,599	—	—	—	$ 32,599
Royalty and license fee income	7,044	—	—	—	7,044
Clinical laboratory services	—	$ 32,494	—	—	32,494
	39,643	32,494	—	—	72,137
Operating expenses:					
Cost of product revenues	15,771	—	—	—	15,771
Cost of clinical laboratory services	—	21,623	—	—	21,623
Research and development	5,348		$ 1,925	—	7,273
Selling, general, and administrative	15,156	13,674	—	$ 8,011	36,841
Provision for uncollectible accounts receivable	—	2,073	—	—	2,073
Legal	97	185	—	748	1,030
Litigation settlement and related legal costs	—	—	—	3,698	3,698
Total operating expenses	36,372	37,555	1,925	12,457	88,309
Operating income (loss)	3,271	(5,061)	(1,925)	(12,457)	(16,172)
Other income (expense):					
Interest	(4)	—	—	17	13
Other	(33)	39	—	—	6
Foreign exchange loss	(351)	—	—	—	(351)
Income (loss) before income taxes	$ 2,883	$ (5,022)	$ (1,925)	$ (12,440)	$ (16,504)
Depreciation and amortization included above	$ 2,352	$ 739	$ 39	$ 94	$ 3,224
Share-based compensation included in above:					
Cost of clinical laboratory services	$ —	$ 9	$ —	$ —	$ 9
Research and development	10	—	—	—	10
Selling, general and administrative and legal	82	62	—	688	832
Total	$ 92	$ 71	$ —	$ 688	$ 851
Capital expenditures	$ 1,082	$ 1,425	$ —	$ 62	$ 2,569

Note 13 - Contingencies

On or about September 22, 2010, Mayflower Partners, L.P. f/k/a Biomol International, L.P. (“Mayflower”) filed an action against Enzo Biochem, Inc. and Enzo Life Sciences, Inc. (together “Enzo”) in the United States District Court for the Southern District of New York, alleging breach of the stock and asset purchase agreement dated as of May 8, 2008 between Enzo and Mayflower (the “Agreement”). Pursuant to the Agreement, the Company acquired the assets of Mayflower, and agreed, among other things, to make certain contingent earn-out payments to Mayflower, accounted for as additional purchase price consideration, if certain performance thresholds were met for each of the two annual periods following the closing. Mayflower alleges that Enzo breached the Agreement by allegedly failing to operate the acquired business in good faith during the second earn-out period and engaging in conduct the primary purpose of which was to avoid making a second earn-out period payment under the Agreement. In addition, Mayflower claims that Enzo breached the Agreement by allegedly failing to provide the documentation appropriate to support the calculation of defined financial criteria for the second earn-out period as required under the Agreement. As part of the litigation, Mayflower moved by Order to Show cause to enjoin the accounting procedure specified under the Agreement. Mayflower’s motion was heard by a U.S. District Court Judge on September 27, 2010, who directed that the parties first go forward with the accounting procedure, as provided under the Agreement, before moving further with the litigation. The parties were unable to resolve the dispute through the accounting procedure. On January 27, 2011, Mayflower filed an amended complaint. On February 25, 2011, Enzo filed an answer to the amended complaint and on March 4, 2011 filed an amended counterclaim seeking fees and expense of the suit as provided under the Agreement. As provided under the Agreement, Mayflower’s maximum recovery in the event that it is successful on either the accounting or in litigation is settlement of the $2.5 million contingent earn-out in either Enzo common stock or cash, as set forth in the Agreement, plus attorney’s fees. Enzo denies that it is in breach of the Agreement and will vigorously defend the suit.

Lawrence F. Glaser and Maureen Glaser, individually and on behalf of Kimberly, Erin, Hannah, and Benjamin Glaser v. Hyman Gross, Barry Weiner, Enzo Biochemical Inc., Elazar Rabbani, Shahram Rabbani, John Delucca, Dean Engelhardt, Richard Keating, Doug Yates, and Does 1-50, Case No. CA-02-1242-A, U.S. District Court for the Eastern District of Virginia. This action was commenced on or about March 6, 2002 by an investor in the Company who had filed for bankruptcy protection and for his family. The complaint alleged securities and common law fraud and breach of fiduciary duty and sought in excess of $150 million in damages. On August 22, 2002, the complaint was voluntarily dismissed; however a new substantially similar complaint was filed at the same time. On October 21, 2002, the Company and the other defendants filed a motion to dismiss the complaint, and the plaintiffs responded by amending the complaint and dropping their claims against defendants Keating and Yates. On November 18, 2002, the Company and the other defendants again moved to dismiss the Amended Complaint. On July 16, 2003, the Court issued a Memorandum Opinion dismissing the Amended Complaint in its entirety with prejudice. Plaintiffs thereafter moved for reconsideration but the Court denied the motion on September 8, 2003. Plaintiffs thereafter appealed the decision to the United States Court of Appeals for the Fourth Circuit. On March 21, 2005, the Fourth Circuit affirmed the lower Court’s prior dismissal of all claims asserted in the action with the sole exception of a portion of the claim for common law fraud and remanded that remaining portion of the action to the U.S. District Court for the Eastern District of Virginia. On May 20, 2005, defendants again moved the District Court to dismiss the sole remaining claim before it. On July 14, 2005, the District Court granted defendants’ renewed motion to dismiss. On July 29, 2005, Plaintiffs moved to amend their Complaint and for reconsideration. On August 19, 2005, the Court denied Plaintiffs’ motion to amend and entered final judgment dismissing the Complaint. Plaintiffs then appealed the order and judgment to the Fourth Circuit. On September 21, 2006, the United States Court of Appeals for the Fourth Circuit affirmed the dismissal of the Complaint. Thereafter, in March 2007, the United States Supreme Court denied the Glazers’ Petition for Certiorari. Nevertheless, on January 14, 2011, many years after it was finally dismissed, Glaser filed a motion for reconsideration of the dismissal of his case with the United States District Court for the Eastern District of Virginia, along with a motion for sanctions, claiming in pertinent part that the Court was defrauded. On April 8, 2011, the District Court denied Plaintiffs’ motion. Plaintiffs thereafter appealed the denial of the motion to the Fourth Circuit. That appeal is currently pending. The Company believes that the Plaintiffs’ appeal is frivolous and will be swiftly rejected, and intends in all events to defend vigorously any effort to re-open this long ago dismissed action.

Ite m 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes and other information included elsewhere in this Quarterly Report on Form 10-Q.

Forward-Looking Statements

Our disclosure and analysis in this report, including but not limited to the information discussed in this Item 2, contain forward-looking information about our Company's financial results and estimates, business prospects and products in research and development that involve substantial risks and uncertainties. From time to time, we also may provide oral or written forward-looking statements in other materials we release to the public. Forward-looking statements give our current expectations or forecasts of future events. You can identify these statements by the fact that they do not relate strictly to historic or current facts. They use words such as anticipate," estimate," expect," project," intend," plan," believe," will," and other words and terms of similar meaning in connection with any discussion of future operations or financial performance. In particular, these include statements relating to future actions, prospective products or product approvals, future performance or results of current and anticipated products, sales efforts, expenses, interest rates, foreign exchange rates, intellectual property matters, the outcome of contingencies, such as legal proceedings, and financial results.

We cannot guarantee that any forward-looking statement will be realized, although we believe we have been prudent in our plans and assumptions. Achievement of future results is subject to risks, uncertainties and inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from past results and those anticipated, estimated or projected. As a result, investors are cautioned not to place undue reliance on any of our forward-looking statements. Investors should bear this in mind as they consider forward-looking statements.

We do not assume any obligation to update or revise any forward-looking statement that we make, even if new information becomes available or other events occur in the future. We are also affected by other factors that may be identified from time to time in our filings with the Securities and Exchange Commission, some of which are set forth in Item 1A - Risk Factors in our Form 10-K filing for the 2010 fiscal year. You are advised to consult any further disclosures we make on related subjects in our Forms 10-Q, 8-K and 10-K reports to the Securities and Exchange Commission. Although we have attempted to provide a list of important factors which may affect our business, investors are cautioned that other factors may prove to be important in the future and could affect our operating results. You should understand that it is not possible to predict or identify all such factors or to assess the impact of each factor or combination of factors on our business. Consequently, you should not consider any such list to be a complete set of all potential risks or uncertainties.

Overview

The Company is a growth-oriented integrated life sciences and biotechnology company focused on harnessing biological processes to develop research tools, diagnostics and therapeutics and serves as a provider of test services, including esoteric tests, to the medical community. Since our founding in 1976, our strategic focus has been on the development of enabling technologies in research, development, manufacture, licensing and marketing of innovative health care products, platforms and services based on molecular and cellular technologies. Our pioneering work in genomic analysis coupled with its extensive patent estate and enabling platforms have strategically positioned the Company to play an important role in the rapidly growing life sciences and molecular medicine marketplaces.

We are comprised of three wholly owned operating segments that have evolved out of our core competencies: the use of nucleic acids as informational molecules and the use of compounds for immune modulation. Below are brief descriptions of each of the three operating segments (see Note 12 in the Notes to Consolidated Financial Statements):

Enzo Life Sciences manufactures, develops and markets functional biology and cellular biochemistry products and tools to research and pharmaceutical customers world-wide and has amassed a large patent and technology portfolio. Enzo Life Sciences, Inc. is a recognized leader in labeling and detection technologies across research and diagnostic markets. Our portfolio of proteins, antibodies, peptides, small molecules, labeling probes, dyes and kits provides life science researchers tools for target identification/validation, high content analysis, gene expression analysis, nucleic acid detection, protein biochemistry and detection, and cellular analysis. We are internationally recognized and acknowledged as a leader in manufacturing, in-licensing, and commercialization of over 9,000 of our own products and in addition distribute over 30,000 products made by over 40 other original manufacturers.

Our strategic focus is directed to innovative high quality research reagents and kits in the primary key research areas of protein homeostasis, epigenetics, live cell analysis, molecular biology and immunoassays. The segment is an established source for a comprehensive panel of products to scientific experts in the fields of Natural Products/Antibiotics, Autophagy, Cancer, Cell Cycle, Cell Death, Cell Signaling, Cellular Analysis, Endocrinology/Hormones, DNA regulation, Compound Screening, Genomics/Molecular Biology, GPCRs, Immunology, Inflammation, Metabolism, Neuroscience, Nitric Oxide pathway, Obesity/Adipokines, Oxidative Stress, Proteases and Proteosomes, Protein Expression and modification, Signal Transduction, Stress/Heat Shock proteins and Ubiquitin/Ubl signaling.

Enzo Clinical Labs is a regional clinical laboratory serving the greater New York, New Jersey and Eastern Pennsylvania medical communities. The Company believes having clinical diagnostic services allows us to capitalize firsthand on our extensive advanced molecular and cytogenetic capabilities and the broader trends in predictive and personalized diagnostics. We offer a menu of routine and esoteric clinical laboratory tests or procedures used in general patient care by physicians to establish or support a diagnosis, monitor treatment or medication, or search for an otherwise undiagnosed condition. We operate a full-service clinical laboratory in Farmingdale, New York, a network of approximately 30 patient service centers throughout greater New York, New Jersey and Eastern Pennsylvania, a stand alone “stat” or rapid response laboratory in New York City, and a full-service phlebotomy and logistics department.

Enzo Therapeutics is a biopharmaceutical venture that has developed multiple novel approaches in the areas of gastrointestinal, infectious, ophthalmic and metabolic diseases, many of which are derived from the pioneering work of Enzo Life Sciences. The Company has focused its efforts on developing treatment regimens for diseases and conditions in which current treatment options are ineffective, costly, and/or cause unwanted side effects. This focus has generated a clinical and preclinical pipeline, as well as more than 45 patents and patent applications.

Results of Operations
Three months ended April 30, 2011 as compared to April 30, 2010

Comparative Financial Data for the Three Months Ended April 30,

	2011	2010	Increase (Decrease)	% Change
Revenues:				
Product revenues	$ 10,935	$ 11,089	$ (154)	(1)%
Royalty and license fee income	1,083	1,894	(811)	(43)
Clinical laboratory services	13,809	10,805	3,004	28
Total revenues	25,827	23,788	2,039	9
Operating expenses:				
Cost of product revenues	5,195	5,394	(199)	(4)
Cost of clinical laboratory services	8,268	7,863	405	5
Research and development	2,053	2,479	(426)	(17)
Selling, general, and administrative	10,877	11,795	(918)	(8)
Provision for uncollectible accounts receivable	1,005	650	355	55
Legal	695	(127)	822	647
Total operating expenses	28,093	28,054	39	—
Operating loss	(2,266)	(4,266)	2,000	47
Other income (expense):				
Interest income	2	3	(1)	(33)
Other	71	20	51	255
Foreign currency gain (loss)	191	(156)	347	222
Loss before income taxes	$ (2,002)	$ (4,399)	$ 2,397	54

Consolidated Results:

The “2011 period” and the “2010 period” refer to the three months ended April 30, 2011 and 2010, respectively.

Product revenues were $10.9 million during the 2011 period as compared to $11.1 million in the 2010 period, a decrease of $0.2 million or 1% primarily due to an organic sales decline of 3% partially attributed to the ongoing strategy to increase direct sales and rationalize certain distribution business partly offset by a 2% positive impact from foreign currency translation.

Royalty and license fee income during the 2011 period was $1.1 million compared to $1.9 million in the 2010 period, a decrease of $0.8 million or 43%. The 2011 period royalties were earned from the reported net sales of Qiagen products subject to a license agreement and are equal to Qiagen royalties earned during the 2010 period. The 2011 period decrease is due to Abbott’s notification that they had made a final payment under a license agreement since they are not aware of any non-expired patents covered under the license agreement. Abbott and Enzo are in communication as to patents covered and the license agreement between Abbott and the Company, which includes other provisions, is in full force. Abbott royalties and license fees earned during the 2010 period were $0.8 million. There are no direct expenses relating to royalty and licensing income.

Clinical laboratory revenues during the 2011 period were $13.8 million compared to $10.8 million in the 2010 period. The 2011 period’s increase over the 2010 period of $3.0 million or 28% was due to organic growth of 17%, in addition to an increase of 11% in revenue related to a new payer contract with Empire Blue Cross of New York, effective August 1, 2010.

The cost of product revenues during the 2011 period decreased $0.2 million or 4% due to the decline in product sales. Despite the decrease in product revenues the gross profit margin was comparable, primarily due to product price increases that went into effect during the 2011 period.

The cost of clinical laboratory services during the 2011 period was $8.3 million as compared to $7.9 million in the 2010 period, an increase of $0.4 million or 5%. The Company incurred increased costs due to higher reagent costs and supplies of $0.5 million, an increase in outside reference lab costs of $0.1 million and an increase of $0.1 million in other outside labor costs, attributed to increased service volume and test mix, offset by a decrease of payroll benefit costs of $0.3 million. In the 2011 period the gross profit margin improved from 27% to 40% due to various factors including; increased revenues, process improvements and the positive impact of greater service volume on fixed costs coverage.

Research and development expenses were approximately $2.1 million during the 2011 period, compared to $2.5 million in the 2010 period, a decrease of $0.4 million or 17%. The decrease was principally attributed to lower costs of $0.4 million at Enzo Life Sciences primarily due the realignment of the R&D workforce that occurred in July 2010. There was a $0.1 million decline in clinical trial and related activities and payroll costs at the Therapeutics segment.

Selling, general and administrative expenses were approximately $10.9 million during the 2011 period as compared to $11.8 million in the 2010 period, a decrease of $0.9 million or 7%. The decrease is due to the Enzo Life Sciences segment's decrease of $0.8 million which principally included a decline of approximately $0.4 million of discretionary marketing costs due to refocused spending, and $0.2 million for a change in allocation of costs versus the 2010 period. The Clinical Lab segment increased $0.1 million primarily due to increased payroll and related benefits primarily due to increases in sales commissions directly attributed to increased revenues of $3.0 million partially offset by decreases in headcount arising from process improvement initiatives and self-insured medical insurance costs arising from favorable claim experience. The Other segment's selling general and administrative decreased $0.2 million, primarily due to decreases in outside consulting costs and professional fees of $0.3 million directly related to planned cost reductions effective August 1, 2010, offset by increases in payroll and payroll related costs of $0.1 million.

The provision for uncollectible accounts receivable, primarily relating to the Clinical Labs segment was $1.0 million for the 2011 period as compared to $0.7 million in the 2010 period, an increase of $0.3 million. As a percentage of Clinical Labs revenues, bad debts increased to 7.3% as compared to 6.0% in the 2010 period. The increase is attributed to the additional provision required due to the increase in the patient revenue for the 2011 period as compared to the 2010 period. With the on-going collections initiatives in process we expect bad debts to improve as a percentage of Clinical Labs revenues.

Legal expense was $0.7 million during the 2011 period compared to a credit of $0.1 million in the 2010 period, an increase of $0.8 million due to overall increases in legal services in the 2011 period relating to general legal matters and as compared to 2010 period's reduction in legal services provided related to patent litigation and negotiated fee adjustments and settlements.

The 2011 period foreign exchange gain was approximately $0.2 million compared to a loss of $0.1 million in the 2010 period. The foreign exchange gain or loss is determined on two factors, an intercompany loan denominated in British pounds sterling and transactions denominated in foreign currencies. During the 2011 period, the sterling appreciated compared to the dollar by 5%, as compared to depreciation of the sterling during the 2010 period. Further, the Swiss franc appreciated compared to all major currencies during the 2011 period, which contributed to the foreign exchange benefit.

Segment Results

The Life Sciences segment's income before taxes was $1.1 million for the 2011 period as compared to $0.5 million for the 2010 period with the improvement being directly attributed to the results of the on-going integration of our businesses and related operational improvements and cost reductions. Despite the improved results, product revenues decreased by $0.2 million or 1% in the 2011 period primarily due to net organic sales decline of 3% partially attributed to the on-going strategy to increase direct sales and rationalize certain distribution business offset by favorable foreign exchange of 2%. Royalty and license fee income decreased by $0.8 million in the 2011 period due to the decrease in royalties from the Abbott license agreement. The segment's 2011 period gross profit of $6.8 million decreased by $0.8 million due to the previously discussed decrease in product and royalty revenues partially offset by the decrease in cost of product revenues. The segment's other operating expenses, including selling, general and administrative, legal and research and development, decreased by approximately $1.0 million during the 2011 period due to the lower marketing and selling expenses attributed to refocused and lower planned spending, change in allocation of expenses and reduced research and development expenses principally due to the realignment of research and development workforce that occurred in July 2010.

The Clinical Labs segment's loss before taxes was $0.1 million for the 2011 period as compared to a loss of $2.2 million in the 2010 period, with the improvement arising from revenue growth, process improvements and cost containment. The revenue from laboratory services increased in the 2011 period by $3.0 million or 28% due to increased service volume from net organic growth of 17% and the increased service revenue from the new payer contract with Empire Blue Cross of New York of 11%, effective August 2010. The 2011 period gross profit margin improvement from 27% to 40% is attributed to the previously discussed changes in revenues and favorable impacts on cost of clinical laboratory services arising from process improvements and benefits from the greater service volume on fixed costs coverage. In the 2011 period, selling, general and administrative expense increased by approximately $0.1 million primarily due to increased payroll and related benefits primarily due to increases in sales commissions directly attributed to increased revenues partially offset by decreases in headcount arising from process improvement initiatives. As a percentage of revenues, selling, general and administrative decreased to 33% from 41%. The provision for uncollectible accounts receivables increased by $0.4 million as compared to the 2010 period due the increase in patient service volume.

The Therapeutics segment's loss before income taxes was approximately $0.5 million for the 2011 period as compared to $0.6 million for the 2010 period. The decrease of $0.1 million in the 2011 period was primarily due to decreases in clinical trial activities being incurred and decreases in payroll related expenses.

The Other segment's loss before taxes for the 2011 period was approximately $2.5 million as compared to $2.1 million in the 2010 period, an increase of $0.4 million. For the 2011 period overall general and administrative expenses decreased by $0.3 million, including professional fees and payroll and benefit costs and other costs directly related to planned cost reductions effective August 1, 2010. Legal costs increased by $0.7 million over the 2010 period due increased general legal matters and proxy related costs.

Results of Operations
Nine months ended April 30, 2011 as compared to April 30, 2010

Comparative Financial Data for the Nine Months Ended April 30,

	2011	2010	Increase (Decrease)	% Change
Revenues:				
Product revenues	$ 31,356	$ 32,599	$ (1,243)	(4)%
Royalty and license fee income	5,380	7,044	(1,664)	(24)
Clinical laboratory services	38,477	32,494	5,983	18
Total revenues	75,213	72,137	3,076	4
Operating expenses:				
Cost of product revenues	15,708	15,771	(63)	(1)
Cost of clinical laboratory services	23,333	21,623	1,710	8
Research and development	5,831	7,273	(1,442)	(20)
Selling, general, and administrative	33,450	36,841	(3,391)	(9)
Provision for uncollectible accounts receivable	3,037	2,073	964	47
Legal	2,767	1,030	1,737	169
Litigation settlement and related legal costs	—	3,698	(3,698)	(100)
Total operating expenses	84,126	88,309	(4,183)	(5)
Operating loss	(8,913)	(16,172)	7,259	45
Other income (expense):				
Interest income	10	13	(3)	(23)
Other	147	6	141	2350
Foreign currency gain (loss)	135	(351)	486	138
Loss before income taxes	$ (8,621)	$ (16,504)	$ 7,883	48

Consolidated Results:

The “2011 period” and the “2010 period” refer to the nine months ended April 30, 2011 and 2010, respectively.

Product revenues were $31.4 million in the 2011 period compared to $32.6 million in the 2010 period, a decrease of $1.2 million or 4% due to a decline of $1.0 million or 3% in organic sales, partially attributed to the ongoing strategy to increase direct sales and rationalize certain distribution business, and a 1% negative impact from foreign currency translation. Approximately $1.1 million of the 2011 period decrease in product revenues occurred in the first and second fiscal quarters. Product revenues during the fiscal third quarter of the 2011 period increased over the fiscal second quarter of the 2011 period by 7% or $0.7 million.

Royalty and license fee income was $5.4 million in the 2011 period compared to $7.0 million in the 2010 period, a decrease of $1.7 million or 24%. Royalties are primarily earned from the reported sales of Qiagen products subject to a license agreement. During both the 2011 and 2010 periods, the Company recognized royalties of approximately $4.8 million from Qiagen. The 2011 period decrease is due to Abbott’s notification that they had made a final payment under a license agreement since they are not aware of any non-expired patents covered under the license agreement. Abbott and the Company are in communication as to patents covered and the license agreement between Abbott and the Company, which includes other provisions, is in full force. During the 2011 period, the Company recognized royalties and license fees from the Abbott agreement of approximately $0.5 versus $2.2 million in the 2010 period. There are no direct expenses relating to royalty and licensing income.

Clinical laboratory revenues during the 2011 period were $38.5 million compared to $32.5 million in the 2010 period. The 2011 period’s increase over the 2010 period was $6.0 million or 18% due to organic growth of 11%, in addition to an increase of 7% in revenue related to a new payer contract, with Empire Blue Cross of New York, effective August 1, 2010.

The cost of product revenues during the 2011 period was $15.7 million compared to $15.8 million in the 2010 period, a decrease of $0.1 million or approximately 1%. Although product sales declined during the 2011 period, cost of product revenues was negatively impacted by higher salaries and changes in cost allocations to the cost of production.

The cost of clinical laboratory services during the 2011 period was $23.3 million as compared to $21.6 million in the 2010 period, an increase of $1.7 million or 8%. The Company incurred increased costs due to higher reagent costs and supplies of $1.5 million, primarily due to increased service volume and reagent costs for certain tests that were previously sent to outside reference labs, higher laboratory personnel and related costs of $0.1 million primarily due to incremental increases in salaries and other costs of $0.2 million offset by a decrease of outside reference lab costs of $0.1 million. In the 2011 period the gross profit margin improved from 33% to 39% due to increased revenues, process improvements and the positive impact of greater service volume on fixed costs coverage.

Research and development expenses were approximately $5.8 million during the 2011 period, compared to $7.3 million in the 2010 period, a decrease of $1.5 million or 20%. The decrease was principally attributed to lower costs of $1.1 million at Enzo Life Sciences primarily due the realignment of the R&D workforce that occurred in July 2010. There was a $0.4 million decline in clinical trial and related activities and payroll costs at the Therapeutics segment.

Selling, general and administrative expenses were approximately $33.4 million during the 2011 period as compared to $36.8 million in the 2010 period, a decrease of $3.4 million or 9%. The decrease for the Enzo Life Sciences segment was $2.3 million principally comprised of a decline of approximately $1.2 million of discretionary marketing costs due to refocused spending, reduced payroll and related benefits of $0.3 million, recruitment costs of $0.1 million, and changes in allocation of expenses of $0.4 million. The Clinical Lab segment's selling general and administrative decreased by $0.1 million primarily due to a decline in payroll and related benefits of $0.3 million and a decline in other expenses of $0.1 million, partially offset by an increase in sales commission of $0.3 million, the result of the increased service revenues. The Other segment's selling general and administrative decreased $1.0 million, primarily due to decreases in outside consulting costs of $0.5 million, professional fees of $0.3 million and the decrease in public company expenses of $0.2 million, directly related to planned cost reductions effective August 1, 2010.

The provision for uncollectible accounts receivable, primarily relating to the Clinical Labs segment was $3.0 million for the 2011 period as compared to $2.0 million in the 2010 period, an increase of $1.0 million attributed to an increase in patient service revenue. As a percentage of Clinical Lab revenues bad debts increased to 7.9% as compared to 6.4% in the 2010 period. With the on-going collection initiatives in process we expect bad debts to improve as a percentage of Clinical Labs revenues.

Legal expense was $2.7 million during the 2011 period compared to $1.0 million in the 2010 period, an increase of $1.7 million due to overall increases in legal services in the 2011 period of $0.7 million relating to general legal matters and proxy related matters, and the impact of the recording $0.5 million in insurance reimbursements and $0.5 million in negotiation and settlement adjustments in the 2010 period.

During the 2010 period, in connection with the litigation settlement with Mr. Shahram K. Rabbani to settle all of his claims against the Company, and certain of its executive officers, the Company agreed to pay a lump sum payment of $2.7 million. The Company recorded a settlement expense of approximately $3.7 million, consisting of the lump sum payment of $2.7 million and approximately $1.0 million of legal expenses incurred in connection with the claims.

The 2011 period foreign exchange benefit was approximately $0.1 million compared to a loss of $0.4 million in the 2010 period. The foreign exchange benefit or loss is determined on two factors, an intercompany loan denominated in British pounds sterling, and transactions denominated in foreign currencies. During the 2011 period, the sterling appreciated compared to the dollar by 6.5%, as compared to depreciation of the sterling during the 2010 period of 7.3%, an improvement of 13.8%.

Segment Results

The Life Sciences segment's income before taxes was $3.7 million for the 2011 period as compared to $2.9 million for the 2010 period with the improvement being directly attributed to the results on the on-going integration of our businesses and related operational improvements and cost reductions. Despite the improved results product revenues decreased by $1.2 million or 4% in the 2011 period primarily due to a decline of organic sales of 3% partially attributed to the on-going strategy to increase direct sales and rationalize certain distribution business and unfavorable impact of foreign exchange of 1%. The decrease in royalty and license fee income of $1.7 million in the 2011 period was attributed to no royalty payments received under the Abbott license agreement after the first quarter of the 2011 period. The segment's gross profit of $21.0 million in the 2011 period was negatively impacted by the previously discussed changes in revenues and cost of product revenues. The segment's other operating expenses, including selling, general and administrative, legal and research and development, decreased by approximately $3.2 million during the 2011 period primarily due to the lower marketing and selling expenses attributed to refocused and lower planned spending, a decline in payroll and payroll related costs, changes in expense allocations and reduced research and development expenses principally due to the realignment of research and development workforce that occurred in July 2010.

The Clinical Labs segment's loss before taxes was $1.7 million for the 2011 period as compared to $5.0 million in the 2010 period. The revenue from laboratory services increased in the 2011 period by $6.0 million due to organic growth of 11% and the 7% increase in revenue due to the new payer contract with Empire Blue Cross of New York effective August 2010. The 2011 period gross profit of $15.1 million improved the gross profit margin from 33% to 39% over the 2010 period due to the previously discussed changes in service revenues and favorable impacts on cost of clinical laboratory from process improvements and benefits resulting from the greater service volume on fixed costs coverage. Selling, general and administrative expense decreased by approximately $0.1 million primarily due to decreases in benefits and other costs, partially offset by increases in sales commissions directly the result of increased service revenues. The provision for uncollectible accounts receivables increased by $1.0 million as compared to the 2010 period due to the increase in patient service volume.

The Therapeutics segment's loss before income taxes was approximately $1.5 million for the 2011 period as compared to a loss of $1.9 million for the 2010 period. The decrease in the segment loss of $0.4 million was primarily due to decreases in clinical trial activities incurred and a decrease in payroll related expenses.

The Other segment's loss before taxes for the 2011 period was approximately $9.1 million as compared to $12.4 million in the 2010 period, a decrease of $3.3 million. During the 2011 period, there was an increase in other income of $0.1 million and a decrease of $1.0 million in selling, general and administrative due to lower consulting costs and professional fees, partially attributed to the July 2010 planned cost reductions offset by an increase of $1.5 million in legal fees for general legal and proxy related costs and the impact of the recording $0.5 million in insurance reimbursements and $0.5 million in negotiation and settlement adjustments in the 2010 period. Further, the 2010 period loss included a litigation settlement and related legal costs of $3.7 million.

Liquidity and Capital Resources

At April 30, 2011, the Company had cash and cash equivalents of $9.7 million and short-term investments of $17.8 million, or $27.5 million in aggregate as compared to $33.6 million at July 31, 2010. Short term investments are in U.S. Government Treasury bills. The Company had working capital of $37.2 million at April 30, 2011 compared to $42.2 million at July 31, 2010. The decrease in working capital of $5.0 million was primarily the result of the net loss and funding capital expenditures during the 2011 period.

Net cash used in operating activities for the nine months ended April 30, 2011 was approximately $5.1 million as compared to $13.2 million for the nine months ended April 30, 2010. The decrease in net cash used in operating activities in the 2011 period over the 2010 period of approximately $8.1 million was primarily attributed to the decrease in the net loss of $7.8 million and an increase in non-cash adjustments in the 2011 period over the 2010 period of $0.8 million offset by a net increase in the changes in operating assets and liabilities of $0.5 million from the 2010 to 2011 period, primarily relating to accounts receivable and accrued liabilities.

Net cash provided by investing activities was approximately $5.9 million compared to $15.0 million in the year ago period, a decrease of $9.1 million. The decrease is primarily due to the net maturities of short term investments in US Government instruments of $7.0 million in the 2011 period as compared to $17.5 million in the 2010 period offset by capital expenditures of $1.0 million in 2011 period as compared to $2.6 million in the 2010 period.

Biomol International L.P.

On or about September 22, 2010, Mayflower Partners, L.P. f/k/a Biomol International, L.P. ("Mayflower") filed an action against Enzo Biochem, Inc. and Enzo Life Sciences, Inc. (together "Enzo") in the United States District Court for the Southern District of New York, alleging breach of the stock and asset purchase agreement dated as of May 8, 2008 between Enzo and Mayflower (the "Agreement"). Pursuant to the Agreement, the Company acquired the assets of Mayflower, and agreed, among other things, to make certain contingent earn-out payments to Mayflower, accounted for as additional purchase price consideration, if certain performance thresholds were met for each of the two annual periods following the closing. Mayflower alleges that Enzo breached the Agreement by allegedly failing to operate the acquired business in good faith during the second earn-out period and engaging in conduct the primary purpose of which was to avoid making a second earn-out period payment under the Agreement. In addition, Mayflower claims that Enzo breached the Agreement by allegedly failing to provide the documentation appropriate to support the calculation of defined financial criteria for the second earn-out period as required under the Agreement. As part of the litigation, Mayflower moved by Order to Show cause to enjoin the accounting procedure specified under the Agreement. Mayflower's motion was heard by a U.S. District Court Judge on September 27, 2010, who directed that the parties first go forward with the accounting procedure, as provided under the Agreement, before moving further with the litigation. The parties were unable to resolve the dispute through the accounting procedure. On January 27, 2011, Mayflower filed an amended complaint. On February 25, 2011, Enzo filed an answer to the amended complaint and on March 4, 2011 filed an amended counterclaim seeking fees and expense of the suit as provided under the Agreement. As provided under the Agreement, Mayflower's maximum recovery in the event that it is successful on either the accounting or in litigation is settlement of the $2.5 million contingent earn-out in either Enzo common stock or cash, as set forth in the Agreement, plus attorney's fees. Enzo denies that it is in breach of the Agreement and will vigorously defend the suit.

The Company believes that its current cash position is sufficient for its foreseeable liquidity and capital resource needs over the next 12 months, although there can be no assurance that future events will not alter such view.

Contractual Obligations

There have been no material changes to our Contractual Obligations as reported in our Form 10-K for the fiscal year ended July 31, 2010.

Management is not aware of any material claims, disputes or settled matters concerning third party reimbursement that would have a material effect on our financial statements.

Off Balance Sheet Arrangements

The Company does not have any "off balance sheet arrangements" as such term is defined in Item 303(a)(4) of Regulation S-K.

Critical Accounting Policies

The Company's discussion and analysis of its financial condition and results of operations are based upon Enzo Biochem, Inc.'s consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses; these estimates and judgments also affect related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to contractual adjustments, allowance for uncollectible accounts, inventory, intangible assets and income taxes. The Company bases its estimates on experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Product revenues

Revenues from product sales are recognized when the products are shipped and title transfers, the sales price is fixed or determinable and collectibility is reasonably assured.

Royalties

Royalty revenues are recorded in the period earned. Royalties received in advance of being earned are recorded as deferred revenues.

License fees and multiple element arrangements

When evaluating multiple element arrangements, the Company considers whether the components of the arrangement represent separate units of accounting, which requires subjective determinations and requires management to make judgments about the fair value of the individual elements and whether such elements are separable from the other aspects of the contractual relationship.

Revenues – Clinical laboratory services

Revenues from Clinical Labs are recognized upon completion of the testing process for a specific patient and reported to the ordering physician. These revenues and the associated accounts receivable are based on gross amounts billed or billable for services rendered, net of a contractual adjustment, which is the difference between amounts billed to payers and the expected approved reimbursable settlements from such payers.

The following are tables of the Clinical Labs segment's net revenues and percentages by revenue category for the three and nine months ended April 30, 2011 and 2010:

Net revenues

	Three months ended April 30, 2011		Three months ended April 30, 2010	
Revenue category				
Medicare	$ 3,237	23%	$ 2,711	25%
Third-party payer	6,375	46	4,714	44
Patient self-pay	2,966	21	2,247	21
HMO's	1,231	10	1,133	10
Total	$ 13,809	100%	$ 10,805	100%

Net revenues

	Nine months ended April 30, 2011		Nine months ended April 30, 2010	
Revenue category				
Medicare	$ 8,862	23%	$ 8,279	25%
Third-party payer	17,699	46	14,275	44
Patient self-pay	8,167	21	6,402	20
HMO's	3,749	10	3,538	11
Total	$ 38,477	100%	$ 32,494	100%

The Company provides services to certain patients covered by various third-party payers, including the Federal Medicare program. Laws and regulations governing Medicare are complex and subject to interpretation for which action for noncompliance includes fines, penalties and exclusion from the Medicare programs. The Company believes that it is in compliance with all applicable laws and regulations and is not aware of any pending or threatened investigations involving allegations of potential wrongdoing.

Other than the Medicare program, two providers each exceeded 10% of the Clinical Labs net revenues during some or all of the periods presented. The first provider, whose programs are included in the Third-party payer and Health Maintenance Organizations ("HMO's") categories represented 22% and 25% of the Clinical Labs net revenues for the three months ended April 30, 2011 and 2010, respectively, and 22% and 25% for the nine months ended April 30, 2011 and 2010, respectively. The second provider, whose programs are included in the Third-party payer category, represented 12% and 10% of the Clinical Labs net revenues for the three and nine months ended April 30, 2011, respectively.

Contractual Adjustment

The Company's estimate of contractual adjustment is based on significant assumptions and judgments, such as its interpretation of payer reimbursement policies, and bears the risk of change. The estimation process is based on the experience of amounts approved as reimbursable and ultimately settled by payers, versus the corresponding gross amount billed to the respective payers. The contractual adjustment is an estimate that reduces gross revenue, based on gross billing rates, to amounts expected to be approved and reimbursed. Gross billings are based on a standard fee schedule we set for all third party payers, including Medicare, HMO's and managed care. The Company adjusts the contractual adjustment estimate quarterly, based on its evaluation of current and historical settlement experience with payers, industry reimbursement trends, and other relevant factors.

The other relevant factors that affect our contractual adjustment include the monthly and quarterly review of: 1) current gross billings and receivables and reimbursement by payer, 2) current changes in third party arrangements, 3) the growth of in-network provider arrangements and managed care plans specific to our Company.

Our clinical laboratory business is primarily dependent upon reimbursement from third-party payers, such as Medicare (which principally serves patients 65 and older) and insurers. We are subject to variances in reimbursement rates among different third-party payers, as well as constant changes of reimbursement rates. Changes that decrease reimbursement rates or coverage would negatively impact our revenues. The number of individuals covered under managed care contracts or other similar arrangements has grown over the past several years and may continue to grow in the future. In addition, Medicare and other government healthcare programs continue to shift to managed care. These trends will continue to reduce our revenues.

During the three months ended April 30, 2011 and 2010, the contractual adjustment percentages, determined using current and historical reimbursement statistics, were 84.3% and 83.1%, respectively, of gross billings. During the nine months ended April 30, 2011 and 2010, the contractual adjustment percentages, determined using current and historical reimbursement statistics, were 84.1% and 82.9%, respectively, of gross billings. The Company believes the negative impact on revenues from the decline in reimbursement rates or the shift to managed care, other primary third party payers, or similar arrangements may be offset by the positive impact of the number of tests we perform. However, there can be no assurance that we can increase the number of tests we perform or that if we do increase the number of tests we perform, that we can maintain that higher number of tests performed, or that an increase in the number of tests we perform would result in increased revenue.

The Company estimates (by using a sensitivity analysis) that each 1% point change in the contractual adjustment percentage could result in a change in clinical laboratory services revenues of approximately $2,397,000 and $1,901,000 for the nine months ended April 30, 2011 and 2010, respectively, and a change in the net accounts receivable of approximately $439,000 as of April 30, 2011.

Our clinical laboratory financial billing system records gross billings using a standard fee schedule for all payers and does not record contractual adjustment by payer at the time of billing. Adjustments to our standard fee schedule will impact the contractual adjustment recorded. Therefore, we are unable to quantify the effect of contractual adjustment recorded during the current period that relates to revenue recorded in a previous period. However, we can reasonably estimate our contractual adjustment to revenue on a timely basis based on our quarterly review process, which includes:

- an analysis of industry reimbursement trends;
- an evaluation of third-party reimbursement rates changes and changes in reimbursement arrangements with third-party payers;
- a variance reimbursement analysis of current and historical claim settlement and reimbursement experience with payers;
- an analysis of current gross billings, receivables, and collections by payer.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are reported at realizable value, net of allowances for doubtful accounts, which is estimated and recorded in the period of the related revenue.

The following is a table of the Company's net accounts receivable by segment. The Clinical Labs segment's net receivables are detailed by billing category and as a percent to its total net receivables. At April 30, 2011 and July 31, 2010, approximately 53% and 45%, respectively, of the Company's net accounts receivable relates to its Clinical Labs business, which operates in the New York, New Jersey, and Eastern Pennsylvania medical communities.

The Life Sciences segment's accounts receivable, of which approximately $2.5 million or 39% and $2.0 million or 28% represents foreign receivables as of April 30, 2011 and July 31, 2010 respectively, includes royalty receivables of $1.2 million and $3.2 million, as of April 30, 2011 and July 31, 2010, respectively, of which approximately $1.2 million and $2.6 million, respectively is from Qiagen Corporation (Note 11).

Net accounts receivable

Billing category	As of April 30, 2011		As of July 31, 2010	
Clinical Labs				
Medicare	$ 1,492	20%	$ 849	14%
Third party payers	2,567	35	2,664	46
Patient self-pay	3,001	41	2,024	35
HMO's	260	4	296	5
Total Clinical Labs	7,320	100%	5,833	100%
Total Life Sciences	6,450		7,173	
Total accounts receivable	$ 13,770		$ 13,006	

Changes in the Company's allowance for doubtful accounts are as follows:

	Nine months ended April 30, 2011	Twelve months ended July 31, 2010
Beginning balance	$ 2,839	$ 4,786
Provision for doubtful accounts	3,037	3,480
Write-offs, net	(2,997)	(5,427)
Ending balance	$ 2,879	$ 2,839

For the Clinical Labs segment, the allowance for doubtful accounts represents amounts that the Company does not expect to collect after the Company has exhausted its collection procedures. The Company estimates its allowance for doubtful accounts in the period the related services are billed and adjusts the estimate in future accounting periods as necessary. It bases the estimate for the allowance on the evaluation of historical collection experience, the aging profile of accounts receivable, the historical doubtful account write-off percentages, payer mix, and other relevant factors.

The allowance for doubtful accounts includes the balances, after receipt of the approved settlements from third party payers for the insufficient diagnosis information received from the ordering physician, which result in denials of payment and the uncollectible portion of receivables from self payers, including deductibles and copayments, which are subject to credit risk and patients' ability to pay. During the nine months ended April 30, 2011 and 2010, the Company determined an allowance for doubtful accounts less than 210 days and wrote off 100% of accounts receivable over 210 days, as it assumed those accounts are uncollectible, except for certain fully reserved balances, principally related to Medicare. These accounts have not been written off because the payer's filing date deadline has not occurred or the collection process has not been exhausted. The Company's collection experience on Medicare receivables beyond 210 days has been insignificant. The Company adjusts the historical collection analysis for recoveries, if any, on an ongoing basis.

The Company's ability to collect outstanding receivables from third party payers is critical to its operating performance and cash flows. The primary collection risk lies with uninsured patients or patients for whom primary insurance has paid but a patient portion remains outstanding. The Company also assesses the current state of its billing functions in order to identify any known collection or reimbursement issues in order to assess the impact, if any, on the allowance estimates, which involves judgment.

The Company believes that the collectibility of its receivables is directly linked to the quality of its billing processes, most notably, those related to obtaining the correct information in order to bill effectively for the services provided. Should circumstances change (e.g. shift in payer mix, decline in economic conditions or deterioration in aging of receivables), our estimates of net realizable value of receivables could be reduced by a material amount.

The following table indicates the Clinical Labs aged gross receivables by payer group which is prior to adjustment to gross receivables for: 1) contractual adjustment, 2) fully reserved balances not yet written off, and 3) other revenue adjustments.

As of April 30, 2011	Total Amount	%	Medicare Amount	%	Third Party Payers Amount	%	Self-pay Amount	%	HMO Amount	%
1-30 days	$ 26,789	62%	$ 5,833	64%	$ 12,663	60%	$ 4,904	51%	$ 3,389	98%
31-60 days	5,855	14%	609	7%	3,046	14%	2,149	22%	51	2%
61-90 days	3,649	8%	613	7%	1,709	8%	1,323	14%	4	—%
91-120 days	2,465	6%	370	4%	1,379	7%	711	8%	5	—%
121-150 days	1,476	3%	327	4%	811	4%	331	3%	7	—%
Greater than 150 days*	2,917	7%	1,396	14%	1,366	7%	145	2%	10	—%
Totals	$ 43,151	100%	$ 9,148	100%	$ 20,974	100%	$ 9,563	100%	$ 3,466	100%

As of July 31, 2010	Total Amount	%	Medicare Amount	%	Third Party Payers Amount	%	Self-pay Amount	%	HMO Amount	%
1-30 days	$ 21,678	66%	$ 2,886	57%	$ 10,846	64%	$ 4,242	59%	$ 3,704	99%
31-60 days	4,256	13%	439	9%	2,458	15%	1,344	18%	15	1%
61-90 days	2,565	8%	281	6%	1,337	8%	935	13%	12	—%
91-120 days	1,771	5%	248	5%	850	5%	671	9%	2	—%
121-150 days	936	3%	236	4%	696	4%	2	—%	2	—%
Greater than 150 days**	1,733	5%	967	19%	711	4%	52	1%	3	—%
Totals	$ 32,939	100%	$ 5,057	100%	$ 16,898	100%	$ 7,246	100%	$ 3,738	100%

* Total includes $1,178 fully reserved over 210 days as of April 30, 2011.

** Total includes $805 fully reserved over 210 days as of July 31, 2010.

Income Taxes

The Company accounts for income taxes under the liability method of accounting for income taxes. Under the liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. The liability method requires that any tax benefits recognized for net operating loss carry forwards and other items be reduced by a valuation allowance where it is not more likely than not the benefits will be realized in the foreseeable future.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under the liability method, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Inventory

The Company values inventory at the lower of cost (first-in, first-out) or market. Work-in-process and finished goods inventories consist of material, labor, and manufacturing overhead. Write downs of inventories to market value are based on a review of inventory quantities on hand and estimated sales forecasts based on sales history and anticipated future demand. Unanticipated changes in demand could have a significant impact on the value of our inventory and require additional write downs of inventory which would impact our results of operations.

Goodwill and Indefinite-Lived Intangibles

Goodwill, representing the cost of acquired businesses in excess of the fair value of net assets acquired, and indefinite-lived intangibles are not amortized, but are evaluated annually for impairment. The Company performs its annual impairment test as of the first day of its fiscal fourth quarter or on an earlier date if indicators of potential impairment exist. Goodwill is considered impaired if the carrying amount of the reporting unit exceeds its estimated fair value. In assessing the recoverability of goodwill, the Company reviews both quantitative as well as qualitative factors to support its assumptions with regard to fair value. The fair value of a reporting unit, which is based on geographic region, is estimated using both a discounted cash flow model and weighted average multiple of revenues and earnings before interest, taxes, depreciation and amortization.

In determining fair value, the Company makes certain judgments, including the identification of reporting units and the selection of comparable companies. Trademarks are considered impaired if the carrying amount exceeds their estimated fair value. The fair value of the trademarks is estimated based on a discounted cash flow model. If these estimates or their related assumptions change in the future as a result of changes in strategy and/or market conditions, the Company may be required to record an impairment charge. To date, there has been no impairment charges recorded.

Intangible Assets

Intangible assets (exclusive of patents), arose primarily from acquisitions and primarily consist of customer relationships, trademarks, licenses, employment and non-compete agreements, and website and database content. Finite-lived intangible assets are amortized according to their estimated useful lives, which range from 4 to 15 years. The Company has capitalized certain legal costs directly incurred in pursuing patent applications as patent costs. When such applications result in an issued patent, the related costs are amortized over a ten year period or the life of the patent, whichever is shorter, using the straight-line method. The Company reviews its issued patents and pending patent applications, and if it determines to abandon a patent application or that an issued patent no longer has economic value, the unamortized balance relating to that patent is immediately expensed.

Accrual for Self-funded Medical

Accruals for self-funded medical insurance are determined based on a number of assumptions and factors, including historical payment trends, claims history and current estimates. These estimated liabilities are not discounted. If actual trends differ from these estimates, the financial results could be impacted. As of April 30, 2011, the Company has established a reserve of $0.4 million, which is included in accrued liabilities, for claims that have been reported but not paid and for claims incurred but not reported.

Recent Accounting Pronouncements

In October 2009, the FASB issued a Consensus of the FASB Emerging Issues Task Force relating to Multiple Deliverable Revenue Arrangements . This standard provides application guidance on whether multiple deliverables exist, how the deliverables should be separated and how the consideration should be allocated to one or more units of accounting. This update establishes a selling price hierarchy for determining the selling price of a deliverable. The selling price used for each deliverable will be based on vendor-specific objective evidence, if available, third-party evidence if vendor-specific objective evidence is not available, or estimated selling price if neither vendor-specific or third-party evidence is available. This guidance is effective for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. The Company adopted this guidance effective August 1, 2010 which did not have an effect on its consolidated results of operations and financial condition.

I tem 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk from changes in foreign currency exchange rates and, to a much lesser extent, interest rates on investments in short-term instruments, which could impact our results of operations and financial position. We do not currently engage in any hedging or market risk management tools. There have been no material changes with respect to market risk previously disclosed in our Annual Report on Form 10-K for our 2010 fiscal year.

Foreign Currency Exchange Rate Risk

The financial reporting of our non-U.S. subsidiaries is denominated in currencies other than the U.S. dollar. Since the functional currency of our non-U.S. subsidiaries is the local currency, foreign currency translation adjustments are accumulated as a component of accumulated other comprehensive income in stockholders' equity. Assuming a hypothetical aggregate change of 10% in the exchange rates of foreign currencies against the U.S. dollar at April 30, 2011, our assets and liabilities would increase or decrease by $2.1 million and $0.9 million, respectively, and our net sales and net (loss) or earnings would increase or decrease by $1.6 million and $0.1 million, respectively, on an annual basis.

We also maintain intercompany balances and loans receivable with subsidiaries with different local currencies. These amounts are at risk of foreign exchange losses if exchange rates fluctuate. Assuming a hypothetical aggregate change of 10% in the exchange rates of foreign currencies against the U.S. dollar at April 30, 2011, our pre-tax earnings would be favorably or unfavorably impacted by approximately $0.3 million, on an annual basis.

Interest Rate Risk

Our excess cash is invested in highly liquid short term money market funds and short term investments in U.S. Treasury bills. Changes in interest rates may affect the investment income we earn on money market funds and short term investments and therefore affect our cash flows and results of operations. As of April 30, 2011, we were exposed to interest rate change market risk with respect to our money market accounts and short term investments totaling $20.2 million. The money market accounts and short-term investments yield or bear interest rates ranging from 0% to 0.4%. As of April 30, 2011, based on the investments held, it is determined that we have no material interest rate risk.

As of April 30, 2011, we did not maintain any fixed or variable interest rate financing.

I tem 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, the Company's management conducted an evaluation (as required under Rules 13a-15(b) and 15d-15(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) of the Company's "disclosure controls and procedures" (as such term is defined under the Exchange Act), under the supervision and with the participation of the principal executive officer and the principal financial officer. Based on this evaluation, the principal executive officer and the principal financial officer concluded that the Company's disclosure controls and procedures are effective as of the end of the period covered by this report. Notwithstanding the foregoing, a control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that it will detect or uncover failures within the Company to disclose material information otherwise required to be set forth in the Company's periodic reports.

(b) Changes in Internal Controls over Financial Reporting

There was no change in the Company's internal controls over financial reporting during the fiscal quarter covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

P ART II – OTHER INFORMATION

I tem 1. Legal Proceedings

There have been no other material developments with respect to previously reported legal proceedings discussed in the annual report on Form 10-K for the fiscal year ended July 31, 2010 filed with the Securities and Exchange Commission except as discussed in Note 13.

I tem 1A. Risk Factors

There have been no material changes from the risk factors disclosed in Part 1, Item 1, of the Company's Annual Report on Form 10-K for the fiscal year ended July 31, 2010.

I tem 6. Exhibits

Exhibit No.	Exhibit
31.1	Certification of Elazar Rabbani, Ph.D. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Barry Weiner pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Elazar Rabbani, Ph.D. pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Barry Weiner pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

S IGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ENZO BIOCHEM, INC.

(Registrant)

Date: June 9, 2011

by: /s/ Barry Weiner

Chief Financial Officer, Principal Accounting Officer, Treasurer and Director

EXHIBIT 31.1

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Elazar Rabbani, Ph.D., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Enzo Biochem, Inc (the "registrant").

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

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

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

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

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

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

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

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

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

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

Date: June 9, 2011

By: /s/ Elazar Rabbani, Ph.D.

Elazar Rabbani, Ph.D.
Chairman of the Board, Chief Executive Officer and Secretary

EXHIBIT 31.2

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Barry Weiner, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Enzo Biochem, Inc (the “registrant”).

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

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

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

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

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

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

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

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

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

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

Date: June 9, 2011

By: /s/ Barry Weiner

Barry Weiner
Chief Financial Officer, Principal Accounting Officer, Treasurer and Director

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
TITLE 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Enzo Biochem, Inc., and Subsidiaries ("the Company") on Form 10-Q for the period ended April 30, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Elazar Rabbani, Ph.D., Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Dated: June 9, 2011

By: /s/ Elazar Rabbani, Ph.D.

Elazar Rabbani, Ph.D.
Chairman of the Board, Chief Executive Officer and Secretary

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
TITLE 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Enzo Biochem, Inc., and Subsidiaries ("the Company") on Form 10-Q for the period ended April 30, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Barry Weiner, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Dated: June 9, 2011

By: /s/ Barry Weiner

Barry Weiner
Chief Financial Officer, Principal Accounting Officer, Treasurer and Director