

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----	x	Chapter 11
In re	:	Case No. 13-12769 (PJW)
Laboratory Partners, Inc., <i>et al.</i> , ¹	:	(Jointly Administered)
Debtors	:	
-----	x	Re: D.I. 100

NOTICE OF FILING OF TALON STALKING HORSE AGREEMENT AND SALE ORDER

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On October 15, 2013, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an Order [D.I. 100] (the “**Bidding Procedures Order**”)² that, among other things, approved procedures (the “**Bidding Procedures**”) for the solicitation and consideration of competing offers for the sale of substantially all of the Debtors’ assets, including the Talon and Union Hospital Divisions,³ and procedures for designating a Stalking Horse Bidder for such assets. On November 27, 2013, the Debtors filed a proposed sale order under notice [D.I. 157] (the “**Original Sale Order**”).

2. Pursuant to paragraph 28 of the Bidding Procedures Order, on January 27, 2014, with the consent of the DIP Lender, Prepetition Lenders and the Committee, the Debtors and Laboratory Corporation of America Holdings (“**LabCorp**”) entered into the asset purchase agreement for substantially all of the Debtors’ Talon and Union Hospital Divisions, attached hereto as **Exhibit A** (the “**Talon Stalking Horse Agreement**”). Attached hereto as **Exhibit B** is the proposed order approving the sale proposed under the Talon Stalking Horse Agreement (the “**Talon/LabCorp Sale Order**”). Attached hereto as **Exhibit C** is a blackline of the Original Sale Order against the Talon/LabCorp Sale Order.

3. Pursuant to paragraph 29 of the Bidding Procedures Order, the Debtors are posting the Talon Stalking Horse Agreement on the Court’s docket under this notice and serving a copy of this notice (without attachment) on all parties that received notice of the Bidding Procedures Motion, all parties on the Debtors’ 2002 notice list and all Potential Bidders. Contemporaneously with the filing of this notice, the Debtors are filing a motion for approval of the bid protections in the Talon Stalking Horse Agreement (the “**Bid Protections Motion**”) and a motion seeking expedited consideration of the Bid Protections Motion.

4. This Notice and any Sale are subject to the fuller terms and conditions of the Bidding Procedures Order, the Bidding Procedures, and any further Orders of the Court. The Debtors encourage parties-in-interest to review such documents in their entirety. Parties interested in receiving more information regarding the Sale of any assets may make a written request to: Duff & Phelps Securities, LLC, 10100 Santa Monica Blvd, Suite 1100, Los Angeles, CA 90067 (Attn: Mark Catania). In addition, copies of the Bidding Procedures Order, Bidding Procedures, Talon Stalking Horse Agreement, Bid Protections Motion, and this Notice can be found on (a) the Court’s website, www.deb.uscourts.gov, (b) at www.bmcgroup.com/laboratorypartners, and (c) are on file with the Clerk of the Court, Third Floor, 824 Market Street, Wilmington, DE 19801.

Dated: January 28, 2014

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¹ The Debtors and the last four digits of their taxpayer identification numbers are as follows: Laboratory Partners, Inc. (3376), Kilbourne Medical Laboratories, Inc. (9849), MedLab Ohio, Inc. (9072), Suburban Medical Laboratory, Inc. (0859), Biological Technology Laboratory, Inc. (4370), Terre Haute Medical Laboratory, Inc. (1809), and Pathology Associates of Terre Haute, Inc. (6485). Certain of the Debtors do business as MEDLAB. The Debtors’ mailing address for notice in these cases is: 671 Ohio Pike, Suite K, Cincinnati, OH 45245.

² Unless otherwise defined herein, capitalized terms have the meaning ascribed to them in the Bidding Procedures Order.

³ The “Talon Division” provides clinical laboratory and anatomic pathology services to physicians, physician offices and medical groups in Indiana and Illinois. The “Union Hospital Division” provides clinical laboratory, anatomic pathology and nuclear imaging services to Union Hospital in Terre Haute and Clinton, Indiana.