UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
Laboratory Partners, Inc., *et al*.[1,]	)	Case No. 13-12769
	)	
	)	(Jointly Administered)
	)	
	)	
Debtors.	)	

AFFIDAVIT OF PUBLICATION RE:

NOTICE OF AUCTIONS AND SALE HEARINGS
(NEW YORK TIMES)

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). The Debtors' mailing address for notice in these cases is: 671 Ohio Pike, Suite K, Cincinnati, OH 45245

The New York Times
620 8TH AVENUE • NEW YORK, NY 10018

SEC. B PG 8

CERTIFICATION OF PUBLICATION

NOV 21 2013 20

Cathy Zike

I, _____, in my capacity as a Principal Clerk of the Publisher of The New York Times a daily newspaper of general circulation printed and published in the City, County and State of New York, hereby certify that the advertisement annexed hereto was published in the editions of The New York Times on the following date or dates, to wit on

NOV 20 2013 20

Cathy Zike

Approved:

Maria Pannullo

THIS CERTIFICATION NOT VALID WITHOUT NYT RAISED SEAL

E UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

oratory Partners, Inc., *et al.*,[1]) Chapter 11 • Case No. 13-12769 (PJW)
Debtors.) (Jointly Administered)

2/16/13 at 10:00 a.m. (ET) (Long Term Care)
/30/14 at 10:00 a.m. (ET) (Talon and/or Union Hospital)
ue: 12/12/13 at 4:00p.m. (ET) (Long Term Care)
ue: 1/27/14 at 4:00 p.m. (ET) (Talon and/or Union Hospital)
ng: 12/19/13 at 10:00 a.m. (ET) (Long Term Care)
ng: 2/3/14 at 11:30 a.m. (ET) (Talon and/or Union Hospital)

NOTICE OF AUCTIONS AND SALE HEARINGS

KE NOTICE OF THE FOLLOWING:

tober 30, 2013, the debtors in the above-captioned cases (collectively, the "Debtors") filed a motion "Motion")[2] for entry of an order (the "Bidding Procedures Order"), among other things: (a) approves (the "Bidding Procedures") for the solicitation and consideration of competing offers for the sale(s) ") certain of the Debtors' assets, including (a) the Long-Term Care Division and (b) the Talon Division n Hospital Division (each, a "Purchased Asset," and collectively, the "Purchased Assets"),[3] including dures for (i) submitting bids for any or all of the Purchased Assets, and (ii) conducting auctions (the vith respect to any Purchased Asset on which the Debtors receive more than one bid; (b) authorizing further Court approval, the Debtors to enter into one or more Stalking Horse Agreements with one king Horse Bidders, subject to higher and better offers and containing terms and conditions, including reimbursement and/or overbid protections; (c) scheduling the Auctions for the Purchased Assets; g hearings to approve any Sale of the Purchased Assets (the "Sale Hearings") and setting objection deadlines with respect to the Sale; (e) approving procedures for the assumption, assignment and/or rtain executory contracts and unexpired leases; (f) approving the form and manner of related notices; ing related relief. The Motion additionally requests entry of orders: (i) authorizing the Sale(s) of the sets free and clear of liens, claims, encumbrances, and interests to one or more Successful Bidders; (ii) e assumption and assignment of executory contracts and unexpired leases; (iii) waiving the requirekruptcy Rules 6004(g) and 6006(d); and (iv) granting related relief.

ebtors are seeking to sell the Purchased Assets to one or more Successful Bidders. Approval of the chased Assets to a Successful Bidder may result in, among other things, the assumption, assignment er by the Debtors of certain executory contracts and unexpired leases. If you are a party to an execuor unexpired lease with the Debtors, you will receive a separate notice that contains relevant dates ormation that may impact you as a party to an executory contract or unexpired lease.

time on or prior to the applicable Participation Deadline, the Debtors, with the reasonable consent nder, Prepetition Lenders and the Committee, may, with respect to each Purchased Asset for which rse Bidder has not been approved by the Bankruptcy Court, enter into a purchase agreement (each, orse Agreement"), subject to higher and better offers at the applicable Auction, with a bidder that alified Bid with respect to such Purchased Asset (each, a "Stalking Horse Bidder") to establish a mini-d Bid for such Purchased Asset at the Auction. The Stalking Horse Agreement may, with the reason-of the DIP Lender, Prepetition Lenders and the Committee, contain customary terms and conditions Stalking Horse Bidder with certain bid protections including, but not limited to, reasonable expense nt and overbid protections (collectively, the "Bid Protections").

tly after entering into a Stalking Horse Agreement, the Debtors will distribute such agreement to bmitting other Qualified Bids for the respective Purchased Asset. If the Debtors enter into any such e Agreement(s), (a) on or before the Participation Deadline, the agreement(s) shall be placed on cy Court docket and notice thereof shall be given to all parties who received notice of the Bidding otion, all parties on the Debtors' 2002 notice list and all Potential Bidders; and (b) the Court shall aring on a date that is two (2) or more business days thereafter, subject to the Bankruptcy Court's consider approval of the proposed Bid Protections. The Bid Protections hearing may be adjourned or vithout notice other than as stated on the record in court or in an appropriate agenda letter.

ember 15, 2013, the United States Bankruptcy Court for the District of Delaware entered the Bidding der. Pursuant to the Bidding Procedures Order, if the Debtors receive two or more Qualified Bids for n Care Division, the LTC Auction shall be held on **December 16, 2013 at 10:00 a.m. (ET)** at the bury Winthrop Shaw Pittman LLP, 1540 Broadway, New York, NY 10036, or at such other place, date ay be designated in writing by the Debtors. Only parties that have submitted a Qualified Bid for the re Division in accordance with the Bidding Procedures, attached to the Bidding Procedures Order as no later than **December 11, 2013, at 12:00 noon (ET)** (subject to any extensions in the Debtors', the "**LTC Bid Deadline**") may participate as bidders at the LTC Auction.

nt to the Bidding Procedures Order, if the Debtors receive two or more Qualified Bids for the Talon Hospital Division, the Talon/UH Auction shall be held on **January 30, 2014 at 10:00 a.m. (ET)** at Pillsbury Winthrop Shaw Pittman LLP, 1540 Broadway, New York, NY 10036, or at such other place, as may be designated in writing by the Debtors. Only parties that have submitted a Qualified Bid nd/or Union Hospital Division, in accordance with the Bidding Procedures, attached to the Bidding der as Schedule 1, by no later than **January 21, 2014, at 12:00 noon. (ET)** (subject to any extenebtors' sole discretion, the "**Talon/UH Bid Deadline**") may participate as bidders at the Talon/UH

ty that wishes to take part in this process and submit a bid for any Purchased Asset must submit their competing bid prior to the applicable bid deadline and in accordance with the Bidding Procedures.

8. The Sale Hearing to consider approval of the sale of the Long-Term Care Division free and clear of all liens, claims, and encumbrances will be held before the Honorable Peter J. Walsh, United States Bankruptcy Judge, 824 North Market Street, 6th Floor, Wilmington, Delaware 19801, Courtroom #2 on **December 19, 2013, at 11:00 a.m. (ET).** The Sale Hearing to consider approval of the sale of the Talon and/or Union Hospital Divisions free and clear of all liens, claims, and encumbrances will be held before the Honorable Peter J. Walsh, United States Bankruptcy Judge, 824 North Market Street, 6th Floor, Wilmington, Delaware 19801, Courtroom #2 on **February 3, 2014, at 11:30 a.m. (ET).** The Sale Hearings may be adjourned from time to time without further notice to creditors or parties in interest other than by announcement of the adjournment in the agenda for the Sale Hearing or in open court on the date scheduled for the Sale Hearing.

9. Objections, if any, to the sale of the Long-Term Care Division, or the sale relief requested in the Motion (other than with respect to cure amounts and adequate assurance which are subject to a separate notice) must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) be filed with the clerk of the United States Bankruptcy Court for the District of Delaware, Third Floor, 824 Market Street, Wilmington, Delaware 19801, on or before **4:00 p.m. (ET) on December 12, 2013** and (d) be served, so as to be received no later than 4:00 p.m. (ET) on the same day, upon:
(i) the Debtors, 671 Ohio Pike, Suite K, Cincinnati, OH 45245; (ii) proposed co-counsel to the Debtors, (a) Pillsbury Winthrop Shaw Pittman LLP, 1540 Broadway, New York, NY 10036 (Attn: Leo T. Crowley, Jonathan Russo and Margot Erlich) and (b) Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, P.O. Box 1347, Wilmington, DE 19899-1347 (Attn: Robert J. Dehney and Derek C. Abbott); (iii) proposed investment bankers to the Debtors, Duff & Phelps Securities, LLC, 10100 Santa Monica Blvd, Suite 1100, Los Angeles, CA 90067 (Attn: Mark Catania); (iv) Development Specialists, Inc., Three First National Plaza, 70 West Madison Street, Suite 2300, Chicago, IL 60602-4250 (Attn: William A. Brandt, Jr.); (v) counsel to DIP Lender, Bingham McCutchen LLP, 399 Park Avenue, New York, NY 10022 (Attn: Mark Deveno and Erin K. Mautner) and Richards, Layton & Finger, P.A., 920 N. King Street, Wilmington, DE 19801 (Attn: Mark Collins); (vii) proposed counsel to the Committee: Otterbourg P.C., 230 Park Avenue, New York, NY 10169 (Attn: David M. Posner), and Klehr Harrison Harvey Branzburg, LLP, 919 Market Street, Suite 1000, Wilmington, DE 19801-3062 (Attn: Margaret Manning); (viii) proposed financial advisor to the Committee, Carl Marks Advisory Group, LLC, 900 Third Avenue, 33rd Floor, New York, NY 10022 (Attn: Chuck Boguslaski) and (ix) the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Richard Schepacarter) (the "U.S. Trustee," and collectively, all of the foregoing, the "Objection Notice Parties").

10. Objections, if any, to the sale of the Talon and/or Union Hospital Division, (other than with respect to cure amounts and adequate assurance which are subject to a separate notice) must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) be filed with the clerk of the United States Bankruptcy Court for the District of Delaware, Third Floor, 824 Market Street, Wilmington, Delaware 19801, on or before **4:00 p.m. (ET) on January 27, 2014** and (d) be served, so as to be received no later than 4:00 p.m. (ET) on the same day, upon the Objection Notice Parties.

11. **All objections must state with specificity the nature of such objection and will be heard by the Court at the applicable Sale Hearing. UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT AND THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER HEARING AND NOTICE.**

12. This Notice and the Sale Hearings are subject to the fuller terms and conditions of the Bidding Procedures Order and the Bidding Procedures, which shall control in the event of any conflict. The Debtors encourage parties-in-interest to review such documents in their entirety. Parties interested in receiving more information regarding the sale of the Purchased Assets or to obtain a copy of any related document, subject to any neeessary confidentiality agreement, may make a written request to proposed investment bankers to the Debtors: Duff & Phelps Securities, LLC, 10100 Santa Monica Blvd, Suite 1100, Los Angeles, CA 90067 (Attn: Mark Catania). In addition, copies of the Motion, the Bidding Procedures Order and this Notice can be found on (a) the Court's website, www.deb.uscourts.gov; and (b) www.bmcgroup.com/laboratorypartners, and are on file with the Clerk of the Bankruptcy Court, Third Floor, 824 Market Street, Wilmington, Delaware 19801.

Dated: November 20, 2013

MORRIS, NICHOLS, ARSHT & TUNNELL LLP, Robert J. Dehney (No. 3578), Derek C. Abbott (No. 3376), Andrew R. Remming (No. 5120), Erin R. Fay (No. 5268), 1201 N. Market Street , PO Box 1347, Wilmington, DE 19899-1347, Telephone: 302-658-9200, Facsimile: 302-658-3989 -and- PILLSBURY WINTHROP SHAW PITTMAN LLP, Leo T. Crowley, Jonathan J. Russo, Margot Erlich, 1540 Broadway, New York, New York 10036, Telephone: (212) 858-1000, Facsimile: (212) 858-1500, *Proposed Counsel to Debtors and Debtors in Possession*

[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 Motion.

[3] The "Long-Term Care Division" provides clinical laboratory and anatomic pathology services to skilled nursing facilities in Illinois, Indiana, Kentucky, Maryland, Michigan, Missouri, Ohio, Virginia and Washington DC. 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.