

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

-----X	:	
In re	:	Chapter 11
	:	
Laboratory Partners, Inc., <i>et al.</i> , ¹	:	Case No. 13-12769 (PJW)
	:	
Debtors.	:	(Jointly Administered)
	:	Re: Docket Nos. 484, 577, & 586
-----X		

**JOINDER OF MARATHON SPECIAL OPPORTUNITY FUND, L.P. AND
MARATHON ASSET MANAGEMENT L.P. IN DEBTORS' MEMORANDUM
OF LAW IN SUPPORT OF CONFIRMATION OF THE DEBTORS' JOINT
CHAPTER 11 PLAN AND REPLY TO UNITED STATES TRUSTEE'S
OBJECTION TO THE DEBTORS' CHAPTER 11 PLAN**

Marathon Special Opportunity Fund, L.P. and Marathon Asset Management L.P. (together "Marathon"), hereby join in and support Section III the *Debtors' Memorandum of Law in Support of Confirmation of the Debtors' Joint Chapter 11 Plan* [Docket No. 586] (the "Memorandum") in reply to the *United States Trustee's Objection to the Debtors' Joint Chapter 11 Plan* [Docket No. 577] (the "UST's Objection"), and respectfully states as follows²:

1. Marathon, as DIP Lender and Prepetition Lender, joins in Section III of the Memorandum filed by the Debtors, which replies to the UST's Objection. For the reasons set forth in the Memorandum, Marathon respectfully requests that the UST's Objection be overruled and the Plan, including the exculpation provisions thereof, be confirmed.

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 Capitalized terms not defined herein have the meanings ascribed to them in the Memorandum.

Dated: July 7, 2014
Wilmington, Delaware

/s/ Katherine Good

Mark D. Collins (No. 2981)
L. Katherine Good (No. 5101)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701
Email: collins@rlf.com
good@rlf.com

- and -

Mark W. Deveno
BINGHAM MCCUTCHEN LLP
399 Park Avenue
New York, NY 10022-4689
Telephone: (212) 705-7000
Facsimile: (212) 752-5378
Email: mark.deveno@bingham.com

*Counsel to Marathon Special Opportunity Fund, L.P. and
Marathon Asset Management L.P.*