

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

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In re	: Chapter 11
	:
Laboratory Partners, Inc., <i>et al.</i> , <sup>1</sup>	: Case No. 13-12769 (PJW)
	:
Debtors.	: (Jointly Administered)
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**DECLARATION OF NOTICE, BALLOTING AND CLAIMS AGENT  
REGARDING SOLICITATION AND TABULATION OF VOTES  
IN CONNECTION WITH THE DEBTORS' JOINT CHAPTER 11 PLAN**

I, Varouj Bakhshian, certify and declare as follows:

1. I am over eighteen years of age and not a party to the above-captioned cases.  
I am employed as a Director by BMC Group, Inc. ("BMC"), the noticing, claims and balloting agent for the above-captioned debtors (the "Debtors") in the chapter 11 cases. My business address is 300 North Continental, Suite 570, El Segundo, California 90245.
2. The Court established May 15, 2014 as the record date (the "Voting Record Date") for determining which creditors and holders of interests were entitled to vote on the *Debtors' Joint Plan Chapter 11 Plan* [Docket No.484] (as amended, modified or supplemented, the "Plan").<sup>2</sup>

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<sup>1</sup> 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.

<sup>2</sup> Undefined capitalized terms used herein shall have the meanings ascribed to them in the Plan.

3. Under the terms of the Plan, Holders of Class 1 Prepetition Lender Secured Claims are impaired and entitled to vote to accept or reject the Plan. Holders of Claims or Interests in Class 2 (Capital Lease Claims), Class 3 (Secured Tax Claims), Class 4 (Other Secured Claims) and Class 5 (Priority Claims) are unimpaired, deemed to have accepted the Plan and are not entitled to vote on the Plan. Holders of Claims or Interests in Class 6 (Noteholder Claims), Class 7 (General Unsecured Claims), Class 8 (Intercompany Claims) and Class 9 (Interests) will not receive any distribution or property pursuant to the Plan and as a result are deemed to have rejected the Plan and are not entitled to vote on the Plan. Holders of Claims in Classes 2-9 were sent the Notification Of Non-Voting Status For Classes II, III, IV, V, VI, VII, VIII, And IX Pursuant To The Debtors' Joint Chapter 11 Plan (the "Non-Voting Notice").

4. In accordance with the solicitation procedures approved by the Court in the *Order (A) Approving Disclosure Statement; (B) Establishing Procedures For Solicitation And Tabulation Of Votes To Accept Or Reject Chapter 11 Plan, (C) Approving The Form Of Ballot And Solicitation Materials, (D) Establishing Voting Record Date, (E) Scheduling A Confirmation Hearing And Setting The Deadline For Filing Objections Thereto, and (F) Approving Related Notice Procedures* [Docket No. 521] (the "Disclosure Statement Order"), BMC served solicitation packages containing the following on the Holders of Class 1 Prepetition Lender Secured Claim via US Postal Service Express Mail overnight delivery on June 4, 2014:

- a) The Disclosure Statement For Debtors' Joint Chapter 11 Plan [including the Plan attached thereto as Exhibit A] (the "Disclosure Statement");
- b) The Disclosure Statement Order;
- c) The Notice Of (I) Deadline For Casting Votes To Accept Or Reject The Debtors' Joint Chapter 11 Plan; (II) Hearing To Consider Confirmation Of the Debtors'

Joint Chapter 11 Plan and (III) Certain Related Matters (the “Confirmation Hearing Notice”);

d) The Class 1 ballot for accepting or rejecting the Plan.

5. A certificate evidencing service of the Solicitation Packages and Non-Voting Notices was filed with the Court on June 6, 2014 [Docket No. 540].

6. Pursuant to the Disclosure Statement Order, the Court established June 30, 2014, at 4:00 p.m. Central Time as the Voting Deadline. In accordance with the Disclosure Statement Order, the Debtors extended the Voting Deadline to July 1, 2014.

7. The Disclosure Statement, Plan and Disclosure Statement Order served as BMC’s guide for the solicitation and tabulation of votes to accept or reject the Plan. All ballots received were reviewed in accordance with the procedures described in the Disclosure Statement, Plan and Disclosure Statement Order.

8. Below is a summary of all Ballots tabulated:

IMPAIRED CLASS AND DESCRIPTION	ACCEPT		REJECT	
	VOTES COUNTED	AMOUNT	VOTES COUNTED	AMOUNT
Class 1 Prepetition Lender Secured Claims	3 100.00%	\$19,670,411.79 100.00%	0 0.00%	\$0.00 0.00%

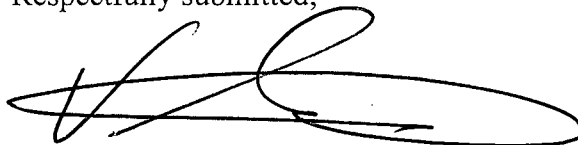
9. Attached hereto as **Exhibit A** is the full tabulation report that provides both summary and detail of all ballots received as of July 1, 2014. **Exhibit A** also sets forth whether any ballots cast were excluded from tabulation and the basis for such exclusion.

10. All ballots received by BMC are stored at BMC’s Chanhassen office located at 18675 Lake Drive East, Chanhassen, Minnesota 55317, and are available for inspection by the Court or any party in interest.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: July 7, 2014

Respectfully submitted,

A handwritten signature in black ink, consisting of a large, stylized 'V' followed by a series of loops and a horizontal stroke.

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Varouj Bakhshian, Director  
BMC Group, Inc.