IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	:	Chapter 11
Laboratory Partners, Inc., *et al.*,[1]	:	Case No. 13-12769 (PJW)
Debtors.	:	(Jointly Administered)
	:	**Re: D.I. 46, 97**

CERTIFICATION OF COUNSEL REGARDING REVISED ORDER: (I) APPROVING BIDDING PROCEDURES IN CONNECTION WITH SALE(S) OF SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS; (II) SCHEDULING HEARINGS TO CONSIDER SALES; (III) APPROVING FORM AND MANNER OF NOTICE THEREOF; (IV) AUTHORIZING ENTRY INTO STALKING HORSE AGREEMENTS SUBJECT TO FURTHER HEARING; AND (V) GRANTING RELATED RELIEF

I, Erin R. Fay, counsel to the above-captioned debtors and debtors in possession (the "Debtors"), hereby certify as follows regarding the proposed *Order: (I) Approving Bidding Procedures in Connection with Sale(s) of Substantially All of the Debtors' Assets; (II) Scheduling Hearings to Consider Sales; (III) Approving Form and Manner of Notice Thereof; (IV) Authorizing Entry into Stalking Horse Agreements Subject to Further Hearing; and (V) Granting Related Relief* attached as **Exhibit A** hereto (the "Proposed Order"):[2]

1. On October 30, 2013, the above-captioned debtors and debtors in possession (collectively, the "Debtors"), filed the *Debtors' Motion for Orders: (A)(I) Approving*

[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] Undefined capitalized terms used herein shall have the meanings set forth in the Proposed Order.

Bidding Procedures in Connection with Sale(s) of Substantially All of the Debtors' Assets; (II) Scheduling Hearings to Consider Sales; (III) Approving Form and Manner of Notice Thereof; and (IV) Authorizing Entry into Stalking Horse Agreements Subject to Further Hearing; (B)(I) Authorizing and Approving Sales of Assets Free and Clear of Liens, Claims, Encumbrances, and Interests; and (II) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases; and (C) Granting Related Relief (the "Motion"). Objections to the bidding procedures portion of the Motion were to be filed on November 12, 2013. No formal objections were received although the official committee of unsecured creditors in these cases (the "Committee") provided certain informal comments.

2. On November 15, 2013, the Debtors filed the *Notice of Filing of Revised Order Approving Bidding Procedures Portion of Debtors Motion for Orders: (A)(I) Approving Bidding Procedures in Connection with Sale(s) of Substantially All of the Debtors Assets; (II) Scheduling Hearings to Consider Sales; (III) Approving Form and Manner of Notice Thereof; and (IV) Authorizing Entry into Stalking Horse Agreements Subject to Further Hearing: (B)(I) Authorizing and Approving Sales of Assets Free and Clear of Liens, Claims, Encumbrances, and Interests; and (II) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases; and (C) Granting Related Relief* (D.I. 97) (the "Revised Bidding Procedures Order Notice"). The Revised Bidding Procedures Order Notice attached a revised form of order resolving the Committee's informal comments.

3. Following the filing of the Revised Bidding Procedures Order Notice, the Court instructed that the hearing on the bidding procedures portion of the Motion could be cancelled and provided certain dates for sale hearings. The Proposed Order includes such dates

and certain other dates related to the sale process. Other than including such dates, the Proposed Order is the same form of order submitted with the Revised Bidding Procedures Order Notice.

4. A blackline of the Proposed Order against the form of order submitted with the Revised Bidding Procedures Order Notice is attached hereto as **Exhibit B**.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order attached hereto as **Exhibit A** at its earliest convenience and grant such other relief as may be just and proper.

Dated: November 15, 2013
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Erin R. Fay
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