

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

**HEALTH DIAGNOSTIC LABORATORY,
INC., *et al.*,**

Debtors.¹

Chapter 11

Case No. 15-32919 (KRH)

(Jointly Administered)

**ORDER (I) ESTABLISHING BAR DATES FOR FILING PROOFS OF
CLAIM AND CERTAIN ADMINISTRATIVE CLAIMS, (II) APPROVING
THE FORM AND MANNER OF NOTICE THEREOF, AND
(III) PROVIDING CERTAIN SUPPLEMENTAL RELIEF**

Upon the motion (the “Motion”)² of the above-captioned cases debtors and debtors in possession (collectively, the “Debtors”), for the entry of an Order, pursuant to sections 105, 501 and 503(b) the Bankruptcy Code and Bankruptcy Rules 2002, 3003(c) and 9007, (i) establishing the general bar date by which all creditors must file proofs of claim in these chapter 11 cases; (ii) establishing the date by which Governmental Units must file proofs of claim in these chapter 11

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Health Diagnostic Laboratory, Inc. (0119), Central Medical Laboratory, LLC (2728) and Integrated Health Leaders, LLC (2434).

² Capitalized terms used, but not otherwise defined, herein shall have the meanings set forth in the Motion.

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cases (the “Governmental Unit Bar Date”); (iii) establishing the date by which proofs of claim relating to the Debtors’ rejection of executory contracts or unexpired leases must be filed in these chapter 11 cases (the “Rejection Bar Date”); (iv) establishing a bar date by which creditors holding claims that have been amended by the Debtors in their Schedules must be filed in these chapter 11 cases (the “Amended Schedule Bar Date”); (v) establishing the date by which creditors holding administrative claims arising on or before October 22, 2015, including without limitation claims under Bankruptcy Code section 503(b)(9) related to goods delivered during the twenty (20) days prior to the Petition Date (as defined below), must be filed (the “Administrative Claim Bar Date”); collectively with the General Bar Date, the Governmental Unit Bar Date, the Rejection Bar Date and the Amended Schedule Bar Date, the “Bar Dates”); (vi) approving a tailored proof of prepetition claim form to be distributed to potential creditors; (vii) approving a tailored proof of administrative claim form to be distributed to potential creditors; (viii) approving the manner of notice of the Bar Dates; and (ix) providing certain supplemental relief; and it appearing that the relief requested in the Motion is in the best interest of the Debtors and their estates and that the establishment of the Bar Dates and the procedures set forth in the Motion are fair and reasonable and will provide good, sufficient and proper notice to all creditors of their rights and obligations in connection with claims they may have against the Debtors or their property in these chapter 11 cases; and the Court finding that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and notice of this Motion having been due and sufficient under the circumstances; and upon the record therein; and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED**.
2. Bar Dates. The Bar Dates set forth in the Motion hereby are **APPROVED**, as modified herein.
3. Notices and Forms. The forms of the Bar Date Notice, the Proof of Claim Form, and the Administrative Claim Form, substantially in the form attached to the Motion, which Bar Date Notice will specifically include Paragraphs 9 and 22 of this Order, and the manner of providing notice of the Bar Dates proposed in the Motion, are **APPROVED**. The form and manner of notice of the Bar Dates approved hereby are deemed to fulfill the notice requirements of the applicable provisions of the Bankruptcy Code and the Bankruptcy Rules.
4. The General Bar Date. The General Bar Date by which proofs of claim against the Debtors must be filed is **December 22, 2015, at 4:00 p.m. (prevailing Eastern Time)**.
5. Any Entity that asserts a claim against one or more of Debtors that arose prior to the Petition Date (any such claim, a "Prepetition Claim") is required to file an original, written proof of such Prepetition Claim, substantially in the form of the Proof of Claim Form so as to be received on or before the General Bar Date by either mail or delivery by hand, courier, or overnight service to: (i) if via mail, c/o American Legal Claim Services, LLC, P.O. Box 23650, Jacksonville, FL 32241-3650 or (ii) if via delivery by hand, courier or overnight service, c/o American Legal Claim Services, LLC, 5985 Richard St., STE 3, Jacksonville, FL 32216 (either, the "Claims Docketing Center").
6. The Claims Docketing Center will not accept Proof of Claim Forms sent by facsimile, telecopy, or other electronic means. A proof of Prepetition Claim shall be timely filed

only if the original Proof of Claim Form is *actually received* by the Claims Docketing Center on or before the General Bar Date.

7. The following Entities do not need to file proofs of Prepetition Claims:

- (a) any Entity that has already properly filed with the Claims Docketing Center a proof of Prepetition Claim against one or more of the Debtors for which no other or additional amounts or claims are sought;
- (b) any Entity (i) whose Prepetition Claim is not listed as “disputed,” “contingent,” or “unliquidated” in the Schedules, (ii) that agrees with the nature, classification, and amount of such Prepetition Claim set forth in the Schedules, and (iii) such entity does not dispute that its Prepetition Claim is an obligation only of the specific Debtor against which the Prepetition Claim is listed in the Schedules;
- (c) any Entity whose Prepetition Claim (including any Prepetition Claim listed in the Debtors’ Schedules) previously has been allowed by, or paid pursuant to, an order of this Court; and
- (d) any of the Debtors that hold Prepetition Claims against one or more of the other Debtors.

8. Except as provided below, the following Entities must file a proof of Prepetition Claim on or before the General Bar Date:

- (a) Entities whose Prepetition Claims arise out of the rejection of executory contracts or unexpired leases by the Debtors prior to the entry of the Bar Date Order;
- (b) Entities whose Prepetition Claims arise out of the obligations of such Entities under a contract for the provision of liability insurance to a Debtor;
- (c) any Entity whose Prepetition Claim against the Debtors is not listed in the Schedules or whose Prepetition Claim is listed as disputed, contingent or unliquidated and that desires to participate in these chapter 11 cases or share in any distribution in these chapter 11 cases; and
- (d) any Entity that believes that its Prepetition Claim is improperly classified in the Schedules or is listed in an incorrect amount and

that desires to have its claim allowed in a classification or amount other than that identified in the Schedules.

9. Notwithstanding the foregoing, to the extent any former or current officer or director of any of the Debtors does not file a Prepetition Claim for indemnification, contribution, or reimbursement by the General Bar Date, the Debtors shall have until **January 22, 2016, at 4:00 p.m. (prevailing Eastern Time)** to file a Prepetition Claim for indemnification, contribution, or reimbursement for such former or current officer or director, and any such Prepetition Claim filed by the Debtors shall be considered timely filed for all purposes; provided, however, (i) that the Debtors shall file such a Prepetition Claim for any such former or current officer or director who does not file a Prepetition Claim by the General Bar Date and who was identified on the Distribution List to the October 26, 2015, letter from counsel to the Official Committee of Unsecured Creditors (the "Committee"), and (ii) for the avoidance of doubt, that the Debtors, their successors, and other parties-in-interest shall retain the right to object to any such Prepetition Claim filed by the Debtors on any basis other than timeliness.

10. The Governmental Unit Bar Date. The Governmental Unit Bar Date by which Governmental Units must file proofs of Prepetition Claims against the Debtors is **December 22, 2015, at 4:00 p.m. (prevailing Eastern Time)**.

11. Governmental Units wishing to assert Prepetition Claims against the Debtors must file an original, written proof of such claim, substantially in the form of the Proof of Claim Form, so as to be received on or before the Governmental Unit Bar Date by either mail or delivery by hand, courier, or overnight service at the appropriate address identified above for the Claims Docketing Center.

12. The Claims Docketing Center will not accept Proof of Claim Forms sent by facsimile, telecopy, or other electronic means. A proof of Prepetition Claim filed by a

Governmental Unit shall be deemed timely filed only if the original Proof of Claim Form actually is received by the Claims Docketing Center on or before the Governmental Unit Bar Date.

13. The Rejection Bar Date. The Rejection Bar Date by which a proof of claim relating to the Debtors' rejection of any executory contract or unexpired lease must be filed is the later of (a) the General Bar Date or (b) thirty (30) days after the effective date of rejection of such executory contract or unexpired lease as provided by an order of this Court or pursuant to a notice under procedures approved by this Court.

14. Entities wishing to assert a Rejection Damages Claim are required to file an original, written proof of such Rejection Damages Claim, substantially in the form of the Proof of Claim Form, so as to be received on or before the Rejection Bar Date by either mail or delivery by hand, courier, or overnight service at the appropriate address identified above for the Claims Docketing Center.

15. The Claims Docketing Center will not accept Proof of Claim Forms sent by facsimile, telecopy, or other electronic means. A proof of claim with respect to a Rejection Damages Claim shall be timely filed only if the original Proof of Claim Form is *actually received* by the Claims Docketing Center on or before the Rejection Bar Date.

16. The Amended Schedule Bar Date. The Amended Schedule Bar Date for creditors holding claims which have been amended by the Debtors in their Schedules or added by the Debtors to the Schedules is the later of (a) the General Bar Date or (b) thirty (30) days after the date that notice of the amendment or addition is served on the affected claimant.

17. Entities wishing to file proofs of claim with respect to claims which have been amended by the Debtors in their Schedules or added thereto are required to file an original,

written proof of such claim, substantially in the form of the Proof of Claim Form so as to be received on or before the Amended Schedule Bar Date by either mail or delivery by hand, courier, or overnight service at the appropriate address identified above for the Claims Docketing Center.

18. The Claims Docketing Center will not accept Proof of Claim Forms sent by facsimile, telecopy, or other electronic means. A proof of claim with respect to a claim which has been amended by the Debtors in their Schedules or added thereto shall be timely filed only if the original Proof of Claim Form is *actually received* by the Claims Docketing Center on or before the Amended Schedule Bar Date.

19. The Administrative Bar Date. Except as provided below, the Administrative Bar Date by which Entities wishing to assert a claim against one or more of the Debtors arising under section 503(b) of the Bankruptcy Code that arises on or before October 22, 2015, including without limitation claims under Bankruptcy Code section 503(b)(9) related to goods delivered during the twenty (20) days prior to the Petition Date (any such claim, an “Administrative Claim”) is **December 22, 2015, at 4:00 p.m. (prevailing Eastern Time)**.

20. Entities wishing to assert an Administrative Claim are required to file an original, written request for payment of any such Administrative Claim, substantially in the form of the Proof Claim Form, so as to be received on or before the Administrative Bar Date by either mail or delivery by hand, courier, or overnight service at the appropriate address identified above for the Claims Docketing Center.

21. The Administrative Bar Date applies to all Administrative Claims asserted by any Entity, except the following Entities do not need to file an Administrative Claim by the Administrative Bar Date:

- (a) any Entity that has already properly filed with the Claims Docketing Center or the Court an Administrative Claim for which no other or additional amounts or claims are sought;
- (b) any Entity whose Administrative Claim previously has been allowed by, or paid pursuant to, an order of this Court;
- (c) any of the Debtors that hold an Administrative Claim against one or more of the other Debtors;
- (d) any professional person retained pursuant to an order of this Court for compensation of fees and reimbursement of expenses incurred in these cases;
- (e) any member of the Committee for reimbursement of expenses incurred in connection with its service on the Committee;
- (f) any Governmental Unit whose Administrative Claim is not required to be filed pursuant to section 503(b)(1)(D) of the Bankruptcy Code; and
- (g) the U.S. Trustee for payment of Administrative Claims which arise under section 1930(a)(6) of title 28 of the United States Code.

22. Notwithstanding the foregoing, to the extent any former or current officer or director of any of the Debtors does not file an Administrative Claim for indemnification, contribution, or reimbursement by the Administrative Bar Date, the Debtors shall have until **January 22, 2016, at 4:00 p.m. (prevailing Eastern Time)** to file an Administrative Claim for indemnification, contribution, or reimbursement for such former or current officer or director, and any such Administrative Claim filed by the Debtors shall be considered timely filed for all purposes; provided, however, (i) that the Debtors shall file such an Administrative Claim for any such former or current officer or director who does not file an Administrative Claim by the Administrative Bar Date and who was identified on the Distribution List to the October 26, 2015, letter from counsel to the Committee, and (ii) for the avoidance of doubt, that the Debtors, their

successors, and other parties-in-interest shall retain the right to object to any such Administrative Claim filed by the Debtors on any basis other than timeliness.

23. Proof of Claim Form and Administrative Claim Form. Each proof of claim filed must: (a) be written in the English language, (b) be denominated in lawful currency of the United States, (c) conform substantially with the provided Proof of Claim Form or the Administrative Claim Form, as applicable, and (d) attach copies of any writings upon which the claim is based.

24. Writings. Upon the advance express written consent of the Debtors, a proof of claim may be filed without the writings upon which the Prepetition Claim is based, as required by Bankruptcy Rules 3001(c) and (d) and this Order; *provided, however*, that, upon request of the Debtors or any other party in interest in these cases, any creditor that receives such written consent shall be required to transmit promptly such writings to the Debtors and the party in interest making such request as soon as reasonably practicable, but in no event later than ten (10) business days from the date of such request.

25. Filing Proofs of Claim Against Multiple Debtors. All Entities asserting claims against more than one Debtor are required to: (a) file a separate proof of claim with respect to each such Debtor, and (b) identify on each proof of claim the particular Debtor against which such Entity's claim is asserted.

26. Effect of Failure to File by Applicable Bar Date. Subject to the other provisions of this Order, including but not limited to Paragraphs 9 and 22, any Entity that is required to file a proof of claim in these chapter 11 cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or the Bar Date Order, but that fails to do so in a timely manner, shall be forever barred, estopped, and enjoined from asserting any Prepetition Claim or Administrative Claim against

any of the Debtors (or filing a proof of claim with respect thereto), the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to such Prepetition Claim or Administrative Claim, and such Entities shall not be permitted to share in any distribution in these chapter 11 cases on account of such Prepetition Claim or Administrative Claim or to receive further notices regarding such Prepetition Claim or Administrative Claim. Additionally, any holder of any Prepetition Claim who is required, but fails, to file a proof of such claim in accordance with the Bar Date Order on or before the applicable Bar Date shall not be permitted to vote to accept or reject any plan or plans on account of such Prepetition Claim. Notwithstanding anything to the contrary in the Motion or this Order, nothing in the Motion or this Order shall prevent the United States Department of Health and Human Services, Centers for Medicare & Medicaid Services (“CMS”) from asserting or recouping Medicare overpayment claims against the Debtors that arise in the ordinary course of business pursuant to Medicare statutes, regulations, policies and procedures.

27. Mailing of Bar Date Notice Packages. The Debtors shall provide actual notice of the Bar Dates by mailing the Bar Date Notice, the Proof of Claim Form and the Administrative Claim Form (collectively, the “Bar Date Notice Package”) within five (5) business days of entry of this Order, but in no event later than November 12, 2015, to: (a) the U.S. Trustee; (b) each member of the Committee and counsel for the Committee; (c) all holders of Prepetition Claims, including all such persons or entities listed on the Schedules; (d) all counterparties to executory contracts and unexpired leases; (e) all current and former employees of the Debtors to the extent that contact information for former employees is available in the Debtors’ records; (f) all taxing authorities for locations in which the Debtors do business; (g) all parties to litigation in which the Debtors are involved; (h) all providers of utility services to the Debtors; (i) all insurance

providers; (j) all of the Debtors' ordinary course professionals; (k) the Debtors' banks; (l) all known secured creditors; (m) all Entities requesting notice pursuant to Bankruptcy Rule 2002 as of the entry of this Order; and (n) all parties that have filed proofs of Prepetition Claims or Administrative Claims in these cases as of the date of entry of this Order (collectively, the "Bar Date Notice Parties").

28. The Debtors may, in their discretion, but shall not be required to, serve the Bar Date Notice to certain Entities that are not Bar Date Notice Parties with which, prior to the Petition Date, the Debtors had done business or that may have asserted a claim against the Debtors in the recent past.

29. Publication Notice. Pursuant to Bankruptcy Rule 2002(l), the Debtors shall publish notice of the Bar Dates in substantially the form of the Bar Date Notice once in either *The Wall Street Journal, National Edition* or *The New York Times*, and in the *Richmond Times-Dispatch (Richmond, Virginia)* in each case within five (5) business days of entry of this Order, but in no event later than November 12, 2015. Additionally, the Debtors shall post a copy of the Bar Date Notice, the Proof of Claim Form and the Administrative Claim Form on the Debtors' case information website (located at <https://www.americanlegal.com/HDL>) which publication notice is hereby approved and shall be deemed good, adequate and sufficient notice of the Bar Dates.

30. Supplemental Mailings of Bar Date Notice Packages. In the event that: (a) Bar Date Notice Packages are returned by the post office with forwarding addresses, necessitating a re-mailing to the new addresses, (b) certain parties acting on behalf of parties in interest decline to pass along Bar Date Notice Packages to such parties and instead return their names and addresses to the Debtors for direct mailing, or (c) additional potential claimants become known

to the Debtors (collectively, the “Special Bar Date Parties”), the Debtors may, in their discretion, but shall not be required to make supplemental mailings of the Bar Date Notice Package up to twenty-three (23) days in advance of the applicable Bar Dates, with any such supplemental mailings being deemed timely.

31. Establishment of Special Bar Dates. The Debtors are authorized to establish special bar dates with respect to the Special Bar Date Parties as to which a mailing or remailing of the Bar Date Notice Package is necessary and cannot be accomplished prior to twenty-three (23) days in advance of an applicable Bar Date. With respect to the Special Bar Date Parties, the Debtors are authorized to establish special bar dates at least twenty-one (21) days after the date on which the Debtors mail the notice of each such special bar date. Such notice will substantially take the form of the Bar Date Notice (with necessary modifications to reflect the special bar date provisions). The Debtors shall advise the Court of the establishment of each special bar date by filing a notice, together with a list that specifically identifies the Special Bar Date Parties that are subject thereto and a copy of the bar date notice applicable to the special bar date. In addition to being filed with the Court, the Debtors shall serve such notice upon the U.S. Trustee and counsel for the Committee. The Debtors shall file a certificate of service to evidence the mailing of each special bar date notice to the parties subject thereto.

32. Each of the special bar dates will apply only to the Special Bar Date Parties who are specifically identified as being subject thereto in the lists to be filed with the Court. As to any of such specifically identified parties, however, who may be found to have received effective notice of the Bar Dates, the Debtors do not waive the right to assert that the Bar Dates, rather than the special bar date, governs. The Bar Dates will remain effective and fully enforceable with respect to all Entities other than the Special Bar Date Parties.

33. Actual Notice of Amended Schedule Bar Date. If and when the Debtors amend their Schedules to reduce the undisputed, noncontingent and liquidated amount, to change the nature or classification of a Prepetition Claim or add a claim to the Schedules, the Debtors shall provide notice to the affected claimant of any such amended or added claim, which shall include information regarding the Amended Schedule Bar Date and how to file a proof of claim or amend an existing proof of claim.

34. Assistance of Claims Agent. American Legal Claim Services, LLC (“ALCS”), the claims agent appointed in these cases, is authorized to facilitate and coordinate the claims reconciliation and bar date notice functions, including the mailing of the Bar Date Notice Packages. To the extent that ALCS requires any assistance with the preparation and mailing of the Bar Date Notice Package, ALCS is authorized to employ and pay necessary service providers, subject to prior approval from the Debtors, and to obtain reimbursement from the Debtors for any such payments on the same terms applicable to its direct services. ALCS is further authorized to take such other actions as may be necessary to ensure timely preparation and mailing of the Bar Date Notice Package.

35. Reservation of Rights. The Debtors shall retain the right to: (a) dispute, or assert offsets or defenses, against any Prepetition Claim or Administrative Claim; (b) subsequently designate any Prepetition Claim as disputed, contingent or unliquidated; and (c) object to any Prepetition Claim or Administrative Claim, whether scheduled or filed, on any grounds.

36. The Debtors are authorized and empowered to take such steps and perform such actions as may be necessary to implement and effectuate the terms of this Order, including payment of costs incurred in connection with the process of noticing the Bar Dates.

37. This Court shall retain jurisdiction over all matters arising out of or related to the Motion and this Order.

Nov 5 2015

Dated: _____, 2015

/s/ Kevin R. Huennekens
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Entered on Docket: Nov 5 2015

/s/ Shannon E. Daily
Tyler P. Brown (VSB No. 28072)
Jason W. Harbour (VSB No. 68220)
Henry P. (Toby) Long, III (VSB No. 75134)
Shannon E. Daily (VSB No. 79334)
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*Counsel to the Debtors
and Debtors in Possession*

CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1

I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Shannon E. Daily