

**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) APPROVING THE DISCLOSURE STATEMENT; (II) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT THE PLAN, INCLUDING (A) APPROVING FORM AND MANNER OF SOLICITATION PROCEDURES, (B) APPROVING FORM AND NOTICE OF THE CONFIRMATION HEARING, (C) ESTABLISHING RECORD DATE AND APPROVING PROCEDURES FOR DISTRIBUTION OF SOLICITATION PACKAGES, (D) APPROVING FORMS OF BALLOTS, (E) ESTABLISHING DEADLINE FOR RECEIPT OF BALLOTS, AND (F) APPROVING PROCEDURES FOR VOTE TABULATIONS; (III) ESTABLISHING DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION OF THE PLAN;
AND (IV) GRANTING RELATED RELIEF**

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).

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*Counsel to the Debtors
and Debtors in Possession*

Upon the motion (the “Motion”)² of the Debtors for entry of an order pursuant to sections 1125 and 1126 of the Bankruptcy Code, Bankruptcy Rules 2002, 3016, 3017 and 3020 and Local Rule 3016-1, (i) approving the Disclosure Statement as containing “adequate information” as that term is defined in section 1125(a)(1) of the Bankruptcy Code; (ii) establishing procedures for solicitation and tabulation of votes to accept or reject the Plan including (a) approving the form and manner of the solicitation packages, (b) approving the form and manner of notice of the confirmation hearing, (c) establishing a record date and approving procedures for distributing solicitation packages, (d) approving the forms of ballots, (e) establishing the deadline for the receipt of ballots, and (f) approving procedures for tabulating acceptances and rejections of the Plan; (iii) establishing the deadline and procedures for filing objections to confirmation of the Plan, and (iv) granting related relief, the Court finds that: (a) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334(b); (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) the relief requested in the Motion is in the best interests of the Debtors’ estates and creditors; (d) proper and adequate notice of the Motion and the hearing thereon has been given and no other or further notice is necessary; and (e) upon the record herein after due deliberation thereon, good and sufficient cause exists for the granting of the relief as set forth herein. Therefore,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.

² Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the Motion. As used herein, the term “Disclosure Statement” means the *Amended Disclosure Statement Accompanying Second Amended Plan of Liquidation Proposed by the Debtors*, dated February 11, 2016, including all exhibits thereto and as amended, modified or supplemented from time to time. As used herein, the term “Plan” means the *Second Amended Plan of Liquidation Proposed by the Debtors*, dated February 9, 2016, including all exhibits thereto and as amended, modified or supplemented from time to time.

2. The Disclosure Statement is approved as containing adequate information within the meaning of section 1125 of the Bankruptcy Code, and any objections to the adequacy of the information contained in the Disclosure Statement not otherwise consensually resolved are overruled.

3. The Debtors shall mail or caused to be mailed to the Voting Parties no later than February 19, 2016, a solicitation package containing: (i) written notice (the “Confirmation Hearing Notice”), substantially in the form annexed hereto as Exhibit 1, of (a) the Court’s approval of the Disclosure Statement, (b) the deadline for voting on the Plan, (c) the date of the Confirmation Hearing, and (d) the deadline and procedures for filing objections to confirmation of the Plan, which Confirmation Hearing Notice is approved; (ii) the Plan (either by paper copy or in “pdf” format on an electronic data storage device, at the Debtors’ discretion); (iii) the Disclosure Statement, substantially in the form approved by the Court (either by paper copy or in “pdf” format on an electronic data storage device, at the Debtors’ discretion); (iv) the appropriate Ballot (substantially in the form annexed hereto as Exhibits 3-a and 3-b) and ballot return envelope; (v) a letter from the Committee urging unsecured creditors to vote in favor of the Plan if the Committee agrees to provide such a letter; and (vi) such other information as the Court may direct or approve (collectively, the “Solicitation Package”). The Solicitation Package and the manner of service of the Solicitation Package satisfies the requirements of Bankruptcy Rule 3017(d).

4. The Debtors shall mail or cause to be mailed to each of the known counterparties to any executory contracts and unexpired leases to be rejected pursuant to the Plan a Confirmation Hearing Notice as well as copies of the Disclosure Statement and the Plan (either by paper copy or in “pdf” format on an electronic data storage device, at the Debtors’ discretion).

5. The Debtors are not required to transmit a Solicitation Package to the Non-Voting Parties. By February 19, 2016, the Debtors shall mail or cause to be mailed to each Non-Voting Party the Non-Voting Creditor Notice substantially in the form attached hereto as Exhibit 2.

6. February 11, 2016, is established as the record date (the "Record Date") for the purposes of determining the Holders of Claims entitled to receive the Solicitation Package and to vote on the Plan, and for the purpose of determining the Holders of Claims and Interests entitled to receive the Non-Voting Creditor Notice.

7. American Legal Claims Services, LLC ("ALCS") shall tabulate the Ballots and certify to the Court the results of the balloting (in such capacity ALCS shall be referred to as the "Solicitation Agent," the "Tabulation Agent" or the "Balloting Agent").

8. The Debtors are permitted to dispense with the mailing of Solicitation Packages or Non-Voting Creditor Notices to addresses and entities to which the notice of the Disclosure Statement Hearing was returned by the United States Postal Service as undeliverable, unless the Debtors are provided with an accurate address.

9. The Ballots, substantially in the form annexed hereto as Exhibits 3-a and 3-b are hereby approved.

10. All Ballots must be properly executed, completed and delivered to the Balloting Agent at Health Diagnostic Laboratory, Inc. Ballot Tabulation Center c/o American Legal Claim Services, LLC, P.O. Box 23650, Jacksonville, FL 32241-3650, so that the Ballots are actually received on or before **March 22, 2016, at 5:00 p.m. (prevailing Eastern Time)** (the "Voting Deadline"), unless extended by the Debtors. Ballots cast by facsimile, email or other electronic transmission will not be counted unless approved in advance by the Debtors in writing.

11. For purposes of voting on the Plan, the amount of a Claim held by a creditor shall be determined pursuant to the following guidelines:

- (a) The amount of the Claim listed in a Debtor's schedule of liabilities, provided that (i) such Claim is not scheduled as contingent, unliquidated, undetermined or disputed, and (ii) no proof of claim has been timely filed (or otherwise deemed timely filed by the Court under applicable law).
- (b) The noncontingent and liquidated amount specified in a proof of claim timely filed with the Court or ALCS (or otherwise deemed timely filed by the Court under applicable law) to the extent the proof of claim is not the subject of an objection, or an objection by the Debtors to a Claim amount solely for voting purposes, filed no later than February 19, 2016 (the "Vote Objection Deadline") (or, if such Claim has been resolved pursuant to a stipulation or order entered by the Court, or otherwise resolved by the Court, the amount set forth in such stipulation or order); provided, however, the Debtors may file an objection solely for voting purposes to any proof of claim timely filed after the date of this Order within five (5) business days after the timely filing of any such proof of claim.
- (c) The amount temporarily allowed by the Court for voting purposes, pursuant to Bankruptcy Rule 3018(a), provided that a motion is brought, notice is provided and a hearing is held at or prior to the Confirmation Hearing, in accordance with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.
- (d) Except as otherwise provided in subsection (c) hereof, with respect to Ballots cast by alleged creditors whose Claims (i) are not listed on a Debtor's schedule of liabilities, or (ii) are listed as disputed, contingent and/or unliquidated on a Debtor's schedule of liabilities, but who have timely filed proofs of claim, or who have had proofs of claim timely filed on their behalf, in wholly unliquidated or unknown amounts that are not the subject of an objection filed before the Vote Objection Deadline, such Ballots shall be counted as votes in determining whether the numerosity requirement of section 1126(c) of the Bankruptcy Code has been met, and shall be counted as having a value of \$1.00 for determining whether the aggregate Claim amount requirement has been met.

12. If a creditor casts a Ballot and has timely filed a proof of claim or has had a proof of claim timely filed on its behalf (or has otherwise had a proof of claim deemed timely filed by the Court under applicable law), but the creditor's Claim is the subject of an objection (either

generally to the applicable Claim, or solely for purposes of determining the amount of the applicable Claim for voting purposes) filed no later than the Vote Objection Deadline, then the creditor's Ballot shall not be counted, unless such Claim is temporarily allowed by the Court for voting purposes, pursuant to Bankruptcy Rule 3018(a), after a Claimant Voting Motion is brought by such creditor, notice is provided and a hearing is held at or prior to the Confirmation Hearing. Notwithstanding the foregoing, if an objection to a Claim requests that such Claim be reclassified and/or allowed in a fixed, reduced amount, such claimant's Ballot shall be counted in such reduced amount and/or as the reclassified category unless such Claim is temporarily allowed by the Court for voting purposes in a different amount or category.

13. Creditors seeking to have a Claim temporarily allowed for purposes of voting to accept or reject the Plan pursuant to Bankruptcy Rule 3018(a) must file and serve notice of a hearing on, and a Claimant Voting Motion, no later than March 8, 2016. The Court will schedule a hearing on such Claimant Voting Motion to be heard at or prior to the Confirmation Hearing. If a Claimant Voting Motion is timely filed, the Debtors shall be required to send a provisional Ballot to such claimant (unless such claimant has already been provided with a ballot). If a Claim is estimated or otherwise allowed for voting purposes by order of the Court, such Claim shall be temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution.

14. In the event that a claimant reaches an agreement with the Debtors as to the treatment of its Claim for voting purposes, a stipulation setting forth that agreement may be presented to the Court for approval by notice of proposed stipulation and order, with presentment

upon three (3) business days' notice to (a) the Office of the United States Trustee; and (b) counsel to the Committee.

15. The following voting procedures and standard assumptions shall be used in tabulating the Ballots:

- (a) For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate Claims held by a single creditor in a particular Class will be aggregated as if such creditor held one Claim against the Debtors in such Class, and the votes related to such Claims will be treated as a single vote to accept or reject the Plan.
- (b) Creditors must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split their vote. Accordingly, a Ballot (or multiple Ballots with respect to multiple Claims within a single Class) that partially rejects and partially accepts the Plan will not be counted.
- (c) Ballots that fail to indicate an acceptance or rejection of the Plan or that indicate both acceptance and rejection of the Plan, but which are otherwise properly executed and received prior to the Voting Deadline, will not be counted.
- (e) Only Ballots that are timely received with original signatures will be counted. Unsigned Ballots will not be counted.
- (f) Ballots postmarked prior to the Voting Deadline, but received after the Voting Deadline, will not be counted.
- (g) Ballots that are illegible, or contain insufficient information to permit the identification of the creditor, will not be counted.
- (h) Whenever a creditor casts more than one Ballot voting the same Claim prior to the Voting Deadline, the last Ballot received prior to the Voting Deadline shall be deemed to reflect the voter's intent and supersede any prior Ballots.
- (i) If a creditor simultaneously casts inconsistent duplicate Ballots, with respect to the same Claim, such Ballots shall not be counted.
- (j) Each creditor shall be deemed to have voted the full amount of its Claim. Unless otherwise ordered by the Court, questions as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of Ballots shall be determined by the Balloting Agent and the Debtors, which determination shall be final and binding.

16. Any objection, comment or response to confirmation of the Plan (including any supporting memoranda) must be in writing, served on the parties identified below, and filed with the Court, together with proof of service, such that the foregoing are received by such parties and the Court on or before **March 22, 2016, at 5:00 p.m. (prevailing Eastern Time)**. The Court shall consider only timely filed written objections. All objections not timely filed and served in accordance with the provisions of this Order are hereby deemed waived. Objections to confirmation of the Plan should provide proposed language to remedy such objections and shall be served on the following parties (collectively, the “Notice Parties”):

The Debtors: Hunton & Williams LLP, Riverfront Plaza, East Tower, 951 East Byrd Street, Richmond, Virginia 23219-4074, Attn: Tyler P. Brown, Esq. and Jason W. Harbour, Esq.

The Creditors Committee: Cooley LLP, 1114 Avenue of Americas, New York, New York 10036, Attn: Richard S. Kanowitz, Esq.

The Office of the United States Trustee: 701 East Broad Street, Suite 4304, Richmond, Virginia 23219, Attn: Robert B. Van Arsdale, Esq.

17. Any party in interest supporting the Plan shall be afforded an opportunity to file a response to any objection to confirmation of the Plan, prior to the Confirmation Hearing.

18. A hearing shall be held before this Court on **March 29, 2016, at 10:00 a.m. (prevailing Eastern Time)**, at the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division, 701 East Broad Street, Room 5000, Richmond, Virginia 23219, or as soon thereafter as counsel may be heard, to consider confirmation of the Plan (the “Confirmation Hearing”).

19. The Confirmation Hearing may be adjourned from time to time without further notice to creditors and other parties-in-interest other than an announcement of the adjourned date at the Confirmation Hearing.

20. Prior to mailing the Disclosure Statement, Solicitation Packages, or Non-Voting Creditor Notices, the Debtors may fill in any missing dates and other information, correct any typographical errors and make such other non-material, non-substantive changes as they deem appropriate.

21. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

22. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Feb 12 2016

Dated: _____, 2016

/s/ Kevin R Huennekens

UNITED STATES BANKRUPTCY JUDGE

Entered on Docket: Feb 12 2016

WE ASK FOR THIS:

/s/ Henry P. (Toby) Long, III

Tyler P. Brown (VSB No. 28072)
Jason W. Harbour (VSB No. 68220)
Henry P. (Toby) Long, III (VSB No. 75134)
Justin F Paget (VSB No. 77949)
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Fax: (804) 788-8218

*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/ Henry P. (Toby) Long, III

Exhibit 1

Confirmation Hearing Notice

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

In re:

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

Debtors.³

Chapter 11

Case No. 15-32919 (KRH)

(Jointly Administered)

**NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT,
(II) DEADLINE FOR VOTING ON PLAN OF LIQUIDATION PROPOSED BY
THE DEBTORS, (III) HEARING TO CONSIDER CONFIRMATION OF THE
PLAN, AND (IV) LAST DATE AND PROCEDURES FOR FILING OBJECTIONS
TO CONFIRMATION OF THE PLAN**

**TO: ALL HOLDERS OF CLAIMS IN CLASSES 3 AND 4
AND CERTAIN OTHER PARTIES**

PLEASE TAKE NOTICE THAT IF THIS NOTICE IS ACCOMPANIED BY A BALLOT, YOUR VOTE IS BEING SOLICITED IN CONNECTION WITH THE PLAN OF LIQUIDATION PROPOSED BY THE DEBTORS (THE “PLAN”) FILED BY THE ABOVE-CAPTIONED DEBTORS AND DEBTORS-IN-POSSESSION (COLLECTIVELY, THE “DEBTORS”). YOU SHOULD CAREFULLY REVIEW THE MATERIAL SET FORTH IN THE DISCLOSURE STATEMENT (AND IN THE EXHIBIT ATTACHED THERETO) IN ORDER TO MAKE AN INDEPENDENT DETERMINATION AS TO WHETHER TO VOTE TO ACCEPT OR REJECT THE PLAN.

THE DEBTORS RECOMMEND THAT YOU VOTE TO ACCEPT THE PLAN.

³ 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).

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*Counsel to the Debtors
and Debtors in Possession*

APPROVAL OF DISCLOSURE STATEMENT

PLEASE TAKE FURTHER NOTICE that, by Order dated February [], 2016 (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Eastern District of Virginia (the “Court”) approved the *Amended Disclosure Statement Accompanying Second Amended Plan of Liquidation Proposed by the Debtors*, dated February 11, 2016 (the “Disclosure Statement”), as containing adequate information within the meaning of section 1125 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”).

DEADLINE FOR VOTING ON THE PLAN

PLEASE TAKE FURTHER NOTICE that, pursuant to the Disclosure Statement Order, the Court established **March 22, 2016, at 5:00 p.m. prevailing Eastern Time** (the “Voting Deadline”) as the deadline by which Ballots⁴ accepting or rejecting the Plan must be actually received. To be counted, your original signed Ballot (a Ballot to be completed by you may be enclosed herewith) must actually be received on or before the Voting Deadline by American Legal Claim Services LLC (the “Balloting Agent”) at Health Diagnostic Laboratory, Inc. Ballot Tabulation Center c/o American Legal Claim Services, LLC, P.O. Box 23650, Jacksonville, FL 32241-3650. Ballots received by facsimile, e-mail or other means of electronic transmission will not be counted.

CONFIRMATION HEARING

PLEASE TAKE FURTHER NOTICE that on **March 29, 2016, at 10:00 a.m. prevailing Eastern Time** or as soon thereafter as counsel may be heard, a hearing will be held before the Honorable Kevin R. Huennekens, at the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division, 701 East Broad Street, Room 5000, Richmond, Virginia 23219 to consider confirmation of the Plan, as the same may be further amended or modified, and for such other and further relief as may be just and proper (the “Confirmation Hearing”).

PLEASE TAKE FURTHER NOTICE that the Confirmation Hearing may be adjourned from time to time by the Court without further notice except for an announcement of the adjourned date made at the Confirmation Hearing. Additionally, the Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and other applicable law, without further notice, prior to or as a result of the Confirmation Hearing.

INJUNCTION AND EXCULPATION PROVISIONS CONTAINED IN PLAN

PLEASE TAKE FURTHER NOTICE THAT THE PLAN CONTAINS CERTAIN INJUNCTION AND EXCULPATION PROVISIONS. YOU ARE ADVISED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE INJUNCTION AND EXCULPATION PROVISIONS, AS YOUR RIGHTS MAY BE AFFECTED.

DEADLINE AND PROCEDURES FOR OBJECTIONS TO CONFIRMATION OF THE PLAN

PLEASE TAKE FURTHER NOTICE that objections, if any, to confirmation of the Plan, including any supporting memoranda, must be in writing, must be filed with the Clerk of the United States Bankruptcy Court, 701 East Broad Street, Suite 4000, Richmond, Virginia 23219, together with proof of service, and shall state the name and address of the objector, all grounds for the objection and the amount of the Claim(s) or other Interest(s) held by the objector, and shall provide proposed language to

⁴ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Plan.

remedy such objections. Any such objection must be filed with the Court and served so that it is actually received by the Court, the following parties, and all other parties requesting or entitled to receive notice in these cases, on or before **March 22, 2016, at 5:00 p.m. prevailing Eastern Time**:

The Debtors: Hunton & Williams LLP, Riverfront Plaza, East Tower, 951 East Byrd Street, Richmond, Virginia 23219-4074, Attn: Tyler P. Brown, Esq. and Jason W. Harbour, Esq.

The Creditors Committee: Cooley LLP, 1114 Avenue of Americas, New York, New York 10036, Attn: Richard S. Kanowitz, Esq.

The Office of the United States Trustee: 701 East Broad Street, Suite 4304, Richmond, Virginia 23219, Attn: Robert B. Van Arsdale, Esq.

Any objection not filed and served as set forth above will be deemed waived and will not be considered by the Court.

COPIES OF THE PLAN AND THE DISCLOSURE STATEMENT

PLEASE TAKE FURTHER NOTICE that to the extent not enclosed herewith, copies of the Plan and the Disclosure Statement have been filed with the Bankruptcy Court and may be viewed at no charge at <https://www.americanlegal.com/HDL> or for a fee via PACER at <http://www.vawb.uscourts.gov/>, or may be obtained at no charge by writing to Health Diagnostic Laboratory, Inc. c/o American Legal Claim Services, LLC, P.O. Box 23650, Jacksonville, FL 32241-3650.

DATED: February ___, 2016

Respectfully submitted,

/s/ Henry P. (Toby) Long, III

Tyler P. Brown (VSB No. 28072)

Jason W. Harbour (VSB No. 68220)

Henry P. (Toby) Long, III (VSB No. 75134)

Justin F. Paget (VSB No. 77949)

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*Counsel to the Debtors
and Debtors in Possession*

Exhibit 2

Non-Voting Notice

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

In re:

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

Debtors.⁵

Chapter 11

Case No. 15-32919 (KRH)

(Jointly Administered)

**NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT, (II) HEARING TO
CONSIDER CONFIRMATION OF THE PLAN, AND (III) LAST DATE AND
PROCEDURES FOR FILING OBJECTIONS TO CONFIRMATION OF THE PLAN**

TO: ALL HOLDERS OF ADMINISTRATIVE CLAIMS, FEE CLAIMS, PRIORITY TAX CLAIMS,
AND CLAIMS AND INTERESTS IN CLASSES 1, 2 AND 5.

APPROVAL OF DISCLOSURE STATEMENT

PLEASE TAKE NOTICE that, by Order dated February [], 2016 (the "Disclosure Statement Order"), the United States Bankruptcy Court for the Eastern District of Virginia (the "Court") approved the *Amended Disclosure Statement Accompanying Second Amended Plan of Liquidation Proposed by the Debtors*, dated February 11, 2016 (the "Disclosure Statement"), as containing adequate information within the meaning of section 1125 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code").

CONFIRMATION HEARING

PLEASE TAKE FURTHER NOTICE that on **March 29, 2016, at 10:00 a.m. prevailing Eastern Time** or as soon thereafter as counsel may be heard, a hearing will be held before the Honorable Kevin R. Huennekens, at the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division, 701 East Broad Street, Room 5000, Richmond, Virginia 23219 to consider

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*Counsel to the Debtors
and Debtors in Possession*

confirmation of the Plan, as the same may be further amended or modified, and for such other and further relief as may be just and proper (the "Confirmation Hearing").

PLEASE TAKE FURTHER NOTICE that the Confirmation Hearing may be adjourned from time to time by the Court without further notice except for an announcement of the adjourned date made at the Confirmation Hearing. Additionally, the Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and other applicable law, without further notice, prior to or as a result of the Confirmation Hearing.

CLASSES OF CLAIMS AND INTERESTS NOT ENTITLED TO VOTE

PLEASE TAKE FURTHER NOTICE that, in accordance with the terms of the Plan and the Bankruptcy Code, (i) Holders of Administrative Claims, Fee Claims, Priority Tax Claims, and Claims in Classes 1 and 2 are unimpaired, are conclusively presumed to have accepted the Plan and, thus, are not entitled to vote on the Plan; and (ii) Holders of Interests in Class 5 are presumed to have rejected the Plan. Only the Holders of impaired Claims in Classes 3 and 4 are entitled to vote to accept or to reject the Plan. You have been sent this notice because you may be a Holder of an Administrative Claim, a Fee Claim, a Priority Tax Claim, or a Claim or Interest in Classes 1, 2 or 5.

SUMMARY OF PLAN TREATMENT OF CLAIMS AND INTERESTS

PLEASE TAKE FURTHER NOTICE that the Plan proposes to modify the rights of certain creditors and equity securities holders of all of the Debtors (collectively, the "Debtors"). The Plan establishes the following classes of Claims and Interests with the following treatment:⁶

Unclassified - Administrative Claims

Administrative Claims include those Claims against one or more of the Debtors constituting a cost or expense of administration of the Case of the kind specified in section 503(b) of the Bankruptcy Code and entitled to priority pursuant to sections 363, 364(c)(1), 365, 503(b), 507(a)(2) or 507(b) of the Bankruptcy Code (other than a Professional Claim) for the period from the Petition Date to the Effective Date. Unless otherwise agreed to by the Holder of an Allowed Administrative Claim and the Debtors or the Liquidating Trustee, as applicable, each Holder of an Allowed Administrative Claim (other than holders of Fee Claims and Claims for United States Trustee Fees) will receive in full and final satisfaction of its Administrative Claim an amount of Cash equal to the amount of such Allowed Administrative Claim either: (a) if an Administrative Claim is Allowed on or prior to the Effective Date, on the Effective Date or as soon as reasonably practicable thereafter (or, if not then due, when such Allowed Administrative Claim is due or as soon as reasonably practicable thereafter); (b) if such Administrative Claim is not Allowed as of the Effective Date, no later than 30 days after the date on which an order Allowing such Administrative Claim becomes a Final Order; (c) if such Allowed Administrative Claim is based on liabilities incurred by the Debtors in the ordinary course of their business after the Petition Date in accordance with the terms and conditions of the particular transaction giving rise to such Allowed Administrative Claim; (d) at such time and upon such terms as may be agreed upon by such Holder and the Debtors or the Liquidating Trustee, as applicable; or (e) at such time and upon such terms as set forth in an order of the Court.

Unclassified – Fee Claims

⁶ For a complete description of the Plan provisions, reference should be made to the Plan and Disclosure Statement, copies of which can be obtained by the methods described at the end of this Notice. Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Plan.

Fee Claims include all fees and expenses claimed by Professionals retained by the Debtors or the Committee that have been approved on a final basis by a Final Order. All requests for payment of Fee Claims for services rendered and reimbursement of expenses incurred prior to the Confirmation Date must be filed and served in accordance with the Interim Compensation Procedures Order by the date that is 45 days after the Effective Date. The Court shall determine the Allowed amounts of such Fee Claims after notice and a hearing in accordance with the procedures established by the Bankruptcy Code. The Liquidating Trustee shall pay Fee Claims in Cash in the amount the Court allows from the Fee Claims Reserve, which the Liquidating Trustee will establish on the Effective Date and fund with Cash equal to the aggregate Fee Claims Estimate. Professionals shall deliver in writing to the Debtors their good faith estimates of the amount of such Professional's accrued unpaid Fee Claims through the Effective Date for purposes of the Debtors computing the Fee Claims Estimate prior to the commencement of the Confirmation Hearing. For the avoidance of doubt, no such estimate shall be deemed to limit the amount of the fees and expenses that are the subject of a Professional's final request for payment of Fee Claims filed with the Court. If a Professional does not provide an estimate, the Debtors or the Creditors' Committee may estimate the unpaid and unbilled fees and expenses of their respective Professionals. Any funds remaining in the Fee Claims Reserve after all Allowed Fee Claims have been paid shall become Available Cash and shall be distributed in accordance with the terms of the Plan and the Liquidating Trust Agreement. Notwithstanding the foregoing, the Holder of an Allowed Fee Claim may receive such other, less favorable treatment as may be agreed upon by such Holder and the Debtors.

From and after the Effective Date, any requirement that Professionals comply with sections 327 through 331 and 1103 of the Bankruptcy Code in seeking retention or compensation for services rendered after such date shall terminate, and the Liquidating Trustee, subject to applicable non-bankruptcy law, may employ and pay any Professional, in accordance with the Liquidating Trust Agreement, in the ordinary course of business without any further notice to or action, order, or approval of the Court.

Unclassified - Priority Tax Claims

Priority Tax Claims are Claims asserted against one or more of the Debtors for an amount entitled to priority under section 507(a)(8) of the Bankruptcy Code. Except to the extent that a Holder of an Allowed Priority Tax Claim agrees to different treatment, each Holder of any Allowed Priority Tax Claim shall receive, on account of such Allowed Priority Tax Claim, at the discretion of the Debtors or the Liquidating Trustee, as applicable, (a) on the Effective Date or as soon as reasonably practicable thereafter, Cash in an amount equal to the unpaid portion of such Allowed Priority Tax Claim, or (b) regular installment payments in cash of a total value, as of the Effective Date, equal to the allowed amount of such claim over a period ending not later than five (5) years after the Petition Date; provided, however, that all Allowed Priority Tax Claims that are not due and payable on or before the Effective Date shall be paid in the ordinary course of business as they become due. Notwithstanding the foregoing, the Holder of an Allowed Priority Tax Claim shall not be entitled to receive any payment on account of any penalty arising with respect to or in connection with the Allowed Priority Tax Claim. Any Claim or demand for any such penalty (a) will be subject to treatment as an Unsecured Claim, if and to the extent an Allowed Claim, and (b) the Holder of an Allowed Priority Tax Claim shall not assess or attempt to collect such amounts from the Debtors, the Estates, the Liquidating Trustee, or the Liquidating Trust except as an Unsecured Claim, if and to the extent an Allowed Claim.

Class 1 - Priority Non-Tax Claims

Priority Non-Tax Claims include Claims against one or more of the Debtors that are entitled to priority pursuant to section 507(a) of the Bankruptcy Code and that are not Administrative Claims, Fee Claims or Priority Tax Claims. Each Holder of an Allowed Class 1 Priority Non-Tax Claim shall be paid 100% of the unpaid amount of such Allowed Claim in Cash on the Initial Distribution Date.

Notwithstanding the foregoing, the Holder of an Allowed Class 1 Priority Non-Tax Claim may receive such other, less favorable treatment as may be agreed upon by such Holder and the Debtors or the Liquidating Trustee. Class 1 Claims are unimpaired and conclusively deemed to have voted to accept the Plan pursuant to section 1126(f) of the Bankruptcy Code.

Class 2 - Secured Claims

Secured Claims include any Claim against one or more of the Debtors that is secured by a valid and unavoidable Lien on property in which the Estates have an interest, or that is subject to a valid right of setoff pursuant to section 553 of the Bankruptcy Code to the extent of the value of the Holder's interest in the Estates' interest in such property, or to the extent of the amount subject to setoff, as applicable, as determined by the Bankruptcy Court pursuant to sections 506(a), 553, and/or 1129 (b)(2)(A)(i)(II), as applicable. Except to the extent that the Holder of an Allowed Claim in Class 2 agrees to less favorable treatment, each Holder of an Allowed Claim in Class 2 shall be satisfied by, at the option of the Debtors or the Liquidating Trustee, as applicable: (i) payment in Cash in full on the later of the Effective Date and the date such Claim becomes Allowed, or as soon thereafter as is practicable; (ii) surrender to the Holder of such Allowed Claim of the Collateral securing such Allowed Claim; or (iii) such treatment that leaves unaltered the legal, equitable, and contractual rights to which the Holder of the Allowed Claim is entitled. In the event an Allowed Claim in Class 2 is treated under clause (i) above, the Liens securing such Claim shall be deemed released and extinguished without further order of the Court. In the event an Allowed Claim in Class 2 is treated under clause (ii) or (iii), and such Holder has a deficiency claim, such deficiency claim shall be subject to treatment as a Class 3 Unsecured Claim, if and to the extent such deficiency claim is an Allowed Claim. Class 2 Claims are unimpaired and conclusively deemed to have voted to accept the Plan pursuant to section 1126(f) of the Bankruptcy Code.

Class 3 - General Unsecured Claims

General Unsecured Claims include any Claim against one or more of the Debtors other than (1) an Administrative Claim, (2) a Fee Claim, (3) a Priority Tax Claim, (4) a Priority Non-Tax Claim, (5) a Secured Claim, or (7) a Subordinated Claim. Except to the extent that the Holder of an Allowed Claim in Class 3 agrees to less favorable treatment, each Holder of an Allowed Claim in Class 3 shall be satisfied by receipt of its Ratable Share of Series A Liquidating Trust Interests, which shall entitle such Holder to its Ratable Share of Liquidating Trust Distributions until the principal amount of such Holder's Allowed Class 3 Claim is satisfied in full, and, after the principal amount of Allowed Class 4 Claims are satisfied in full, postpetition interest at the Federal Judgment Rate. Class 3 Claims are impaired Class and are entitled to vote on the Plan.

Class 4 - Subordinated Claims

Subordinated Claims include any Claim subject to subordination, whether pursuant to a Final Order of the Bankruptcy Court under section 510 of the Bankruptcy Code or by written consent of the Holder of such Claim, whether such Final Order is entered or such consent is given prior to or following the Effective Date. Except to the extent that the Holder of an Allowed Claim in Class 4 agrees to less favorable treatment, each Holder of an Allowed Claim in Class 4 shall be satisfied by receipt of such Holder's Ratable Share of Series B Liquidating Trust Interests, which shall entitle such Holder to its Ratable Share of Liquidating Trust Distributions, if any, after satisfaction in full of the principal amount of Allowed Class 3 Claims, and, after satisfaction in full of the principal amount of Allowed Class 4 Claims and postpetition interest at the Federal Judgment Rate for Allowed Class 3 Claims, postpetition interest at the Federal Judgment Rate. Class 4 Claims are impaired and are entitled to vote on the Plan.

Class 5 - Interests

Interests include any stock or other equity ownership interest in each of the Debtors and all dividends and distributions with respect to such stock or interest and all rights, options, warrants, or other rights to acquire any stock or other equity ownership interest in any of the Debtors as of the Petition Date. On the Effective Date, all Interests shall be canceled and each Holder of an Allowed Class 5 Interest shall receive, in full and final satisfaction of such Holder's Allowed Class 5 Interest, such Holder's Ratable Share of Series C Liquidating Trust Interests, which shall entitle such Holder to its Ratable Share of Liquidating Trust Distributions, if any, after satisfaction in full of (i) Allowed Class 3 Claims, including without limitation postpetition interest at the Federal Judgment Rate, and (ii) Allowed Class 4 Claims, including without limitation postpetition interest at the Federal Judgment Rate; provided, however, that based on the substantive consolidation occurring in the Plan and the related elimination of all Intercompany Claims, all Interests of a Debtor held by another Debtor shall be canceled and eliminated and the Debtor holding such Interests shall not receive any property or distribution on account of such Interests. Class 5 Interests are impaired and conclusively deemed to have voted to reject the Plan pursuant to section 1126(g) of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that the Plan contains the injunction and exculpation provisions set forth below:

Injunction.

a) **The Confirmation Order shall provide, among other things, that all Entities who have held, hold or may hold Claims against or Interests in the Debtors are, with respect to any such Claims or Interests, permanently enjoined from and after the Confirmation Date from taking any of the following actions (other than actions to enforce any rights or obligations under the Plan): (i) commencing, conducting or continuing in any manner, directly or indirectly, any suit, action or other proceeding of any kind (including any proceeding in a judicial, arbitral, administrative or other forum) against or affecting the Debtors, the Liquidating Trust, the Liquidating Trustee or any of their property; (ii) enforcing, levying, attaching (including any pre-judgment attachment), collecting or otherwise recovering by any manner or means, whether directly or indirectly, any judgment, award, decree or order against the Debtors, the Liquidating Trust, the Liquidating Trustee or any of their property; (iii) creating, perfecting or otherwise enforcing in any manner, directly or indirectly, any encumbrance of any kind against the Debtors, the Liquidating Trust, the Liquidating Trustee or any of their property; (iv) asserting any right of setoff, directly or indirectly, against any obligation due the Debtors, the Liquidating Trust, the Liquidating Trustee or any of their property, except as contemplated or allowed by the Plan; (v) acting or proceeding in any manner, in any place whatsoever, that does not conform to or comply with the provisions of the Plan; and (vi) prosecuting or otherwise asserting any right, claim or cause of action released pursuant to the Plan, including, without limitation, any right, claim or cause of action against an Exculpated Party that has been exculpated pursuant to Section 7.5 of the Plan; provided, however, that the injunction provided in this section shall neither bar any Entity from asserting any defense in an action commenced by or on behalf of any of the Debtors or the Liquidating Trust, nor prohibit any Entity from asserting any right expressly preserved or contemplated by the Plan. The injunction provided for in this section shall be limited in all respects to the breadth of the releases and exculpations granted in the Plan.**

b) **The Confirmation Order shall also provide, among other things, that all Entities who have held, hold or may hold Claims against or Interests in the Debtors, other than the Debtors, the Liquidating Trustee and the Liquidating Trust, are permanently enjoined from and after the Confirmation Date from (i) commencing, conducting or continuing in any manner, directly or indirectly, any Enjoined Action; (ii) enforcing, levying, attaching (including any pre-judgment attachment), collecting or otherwise recovering by any manner or means, whether directly or**

indirectly, any judgment, award, decree or order against any D&O, solely in their capacity as such, or any property of any such transferee or successor, each solely in their capacity as such arising from an Enjoined Action; and (iii) creating, perfecting or otherwise enforcing in any manner, directly or indirectly, any encumbrance of any kind against any D&O, or any director or indirect transferee of any property of, or successor in interest to, any of the foregoing Entities, arising from an Enjoined Action; provided, however, that nothing contained herein shall preclude the IRS from pursuing an action against any Entity, or any governmental entity from pursuing a criminal action against any Entity, provided, further, that nothing herein shall constitute a waiver of any rights or defenses of such Persons with respect to such actions.

c) By accepting distributions pursuant to the Plan, each holder of an Allowed Claim or Interest will be deemed to have specifically consented to the Injunctions set forth in this Section.

Exculpation.

Notwithstanding anything contained in the Plan to the contrary, the Exculpated Parties, and any property of any of the foregoing Persons, shall not have or incur any liability to any Entity for any prepetition act taken or omitted to be taken in connection with, related to or arising from authorizing, preparing for or filing the Case, or any postpetition act taken or omitted to be taken in connection with, related to or arising from the formulation, negotiation, preparation, dissemination, implementation, administration of the Plan, the Plan Exhibits, the Disclosure Statement, or any contract, instrument, or other agreement or document created or entered into in connection with the Plan, or any other postpetition act taken or omitted to be taken in connection with or in contemplation of the restructuring of the Debtors, the Case, or the confirmation or consummation of the Plan, including but not limited to (i) the Sale Orders and the related sales; (ii) formulating, preparing, disseminating, implementing, confirming, consummating or administering the Plan (including soliciting acceptances or rejections thereof if necessary); (iii) the Disclosure Statement, or any contract, instrument, release or other agreement or document entered into or any action taken or not taken in connection with the Plan; or (iv) any Distributions made pursuant to the Plan, except for acts constituting willful misconduct, and in all respects such parties shall be entitled to rely upon the advice of counsel with respect to their duties and responsibilities under the Plan. Notwithstanding the foregoing, for the avoidance of doubt, Section 7.5 of the Plan shall not (i) exculpate or release the Exculpated Parties from anything other than as expressly identified in the preceding sentence, (ii) prevent or limit the ability of the Debtors or the Liquidating Trustee to object to a Claim of an Exculpated Party on any basis other than matters exculpated or released in Section 7.5 of the Plan, (iii) prevent or limit the ability of the Debtors or the Liquidating Trustee to object to, or defend against, on any basis, (a) any Administrative Claim of an Exculpated Party for substantial contribution, or (b) any Administrative Claim of an Exculpated Party arising solely from the Exculpated Party's capacity as a director, provided, however, that nothing in this (iii)(b) shall prevent any Exculpated Party from recovering on a claim under the Debtors' post-petition director and officer insurance policy, or (iv) exculpate or release the Liquidating Trustee, the Liquidating Trust Professionals, or the Liquidating Trust Oversight Committee and its members, with respect to any act taken or omitted to be taken after the Effective Date that would result in liability under the terms of the Liquidating Trust Agreement.

DEADLINE AND PROCEDURES FOR OBJECTIONS TO CONFIRMATION OF THE PLAN

PLEASE TAKE FURTHER NOTICE that objections, if any, to confirmation of the Plan, including any supporting memoranda, must be in writing, must be filed with the Clerk of the United

States Bankruptcy Court, 701 East Broad Street, Suite 4000, Richmond, Virginia 23219, together with proof of service, and shall state the name and address of the objector, all grounds for the objection and the amount of the Claim(s) or other Interest(s) held by the objector, and shall provide proposed language to remedy such objections. Any such objection must be filed with the Court and served so that it is actually received by the Court, the following parties, and all other parties requesting or entitled to receive notice in these cases, on or before **March 22, 2016, at 5:00 p.m. prevailing Eastern Time**:

The Debtors: Hunton & Williams LLP, Riverfront Plaza, East Tower, 951 East Byrd Street, Richmond, Virginia 23219-4074, Attn: Tyler P. Brown, Esq. and Jason W. Harbour, Esq.

The Creditors Committee: Cooley LLP, 1114 Avenue of Americas, New York, New York 10036, Attn: Richard S. Kanowitz, Esq.

The Office of the United States Trustee: 701 East Broad Street, Suite 4304, Richmond, Virginia 23219, Attn: Robert B. Van Arsdale, Esq.

Any objection not filed and served as set forth above will be deemed waived and will not be considered by the Court.

COPIES OF THE PLAN AND THE DISCLOSURE STATEMENT

PLEASE TAKE FURTHER NOTICE that to the extent not enclosed herewith, copies of the Plan and the Disclosure Statement have been filed with the Bankruptcy Court and may be viewed at no charge at <https://www.americanlegal.com/HDL> or for a fee via PACER at <http://www.vawb.uscourts.gov/>, or may be obtained at no charge by writing to Health Diagnostic Laboratory, Inc. c/o American Legal Claim Services, LLC, P.O. Box 23650, Jacksonville, FL 32241-3650.

DATED: February ___, 2016

Respectfully submitted,

/s/ Henry P. (Toby) Long, III

Tyler P. Brown (VSB No. 28072)

Jason W. Harbour (VSB No. 68220)

Henry P. (Toby) Long, III (VSB No. 75134)

Justin F. Paget (VSB No. 77949)

HUNTON & WILLIAMS LLP

Riverfront Plaza, East Tower

951 East Byrd Street

Richmond, Virginia 23219

Telephone: (804) 788-8200

Facsimile: (804) 788-8218

*Counsel to the Debtors
and Debtors in Possession*

Exhibit 3-a

Ballot for Class 3 (General Unsecured Claims)

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

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

In re:

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

Debtors.⁷

Chapter 11

Case No. 15-32919 (KRH)

(Jointly Administered)

**BALLOT FOR HOLDERS OF GENERAL UNSECURED CLAIMS
FOR ACCEPTING OR REJECTING THE PLAN OF LIQUIDATION
PROPOSED BY THE DEBTORS**

This ballot (the “Ballot”) is being sent to parties holding Claims⁸ against one or more of the Debtors other than other than (1) an Administrative Claim, (2) a Fee Claim, (3) a Priority Tax Claim, (4) a Priority Non-Tax Claim, (5) a Secured Claim, or (7) a Subordinated Claim (the “General Unsecured Claims”). If you hold Claims in other Classes in which you are entitled to vote, you will receive a Ballot for each such other Class.

On February [], 2016, the United States Bankruptcy Court for the Eastern District of Virginia (the “Court”) signed an order (the “Solicitation Order”) which approved the *Amended Disclosure Statement Accompanying Second Amended Plan of Liquidation Proposed by the Debtors*, dated February 11, 2016 (including all exhibits thereto and as amended, modified or supplemented from time to time, the “Disclosure Statement”) regarding the *Second Amended Plan of Liquidation Proposed by the Debtors*,

⁷ 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).

⁸ Capitalized terms used, but not defined herein, shall have the meaning ascribed to them in the Plan.

HUNTON & WILLIAMS LLP
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219
Telephone: (804) 788-8200
Facsimile: (804) 788-8218
Tyler P. Brown (VSB No. 28072)
Jason W. Harbour (VSB No. 68220)
Henry P. (Toby) Long, III (VSB No. 75134)
Justin F. Paget (VSB No. 77949)

*Counsel to the Debtors
and Debtors in Possession*

dated February 9, 2016 (as the same may be further amended or modified, the “Plan”), and which established certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. Please use this Ballot to cast your vote to accept or reject the Plan, which is proposed by the above-captioned debtors and debtors-in-possession (collectively the “Debtors”). Any party may request, at the Debtors’ expense, hard copies of the Disclosure Statement, together with the Plan and other exhibits annexed thereto, from the Balloting Agent. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of General Unsecured Claims and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements under section 1129(b) of the Bankruptcy Code.

THIS BALLOT IS TO BE USED BY HOLDERS OF CLASS 3 GENERAL UNSECURED CLAIMS. PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE TO THE AGENT SUPERVISING THE SOLICITATION, TABULATION, AND BALLOTING PROCESS (THE “BALLOTING AGENT”). THE VOTING DEADLINE IS 5:00 P.M. PREVAILING EASTERN TIME ON MARCH 22, 2016.

ITEM 1. CLASS 3 CLAIM AMOUNT. The undersigned certifies that as of February 11, 2016 (the “Record Date”), it held a General Unsecured Claim in the below amount:

\$ _____

ITEM 2. CLASS 3 (GENERAL UNSECURED CLAIMS) VOTE. The Holder of the General Unsecured Claim that relates to this Ballot votes:

to ACCEPT the Plan to REJECT the Plan

ANY BALLOT WHICH INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN OR DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN WILL NOT BE COUNTED.

ITEM 3. ASSIGNMENT OF CREDITOR CAUSES OF ACTION BY AN ASSIGNING CREDITOR. The Holder of the General Unsecured Claim that relates to this Ballot elects:

to assign its Creditor Causes of Action to the Liquidating Trust, including without limitation, by executing an assignment agreement in the form included in the Supplement.
Plan

ITEM 4. CERTIFICATION. By signing this Ballot, the Holder of the General Unsecured Claim certifies that it:

- A. is the Holder of the General Unsecured Claim to which this Ballot pertains;
- B. has been provided with a copy of the Plan and the Disclosure Statement and that it acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth in the Plan and the Disclosure Statement;
- B. has full power and authority to vote to accept or reject the Plan;
- C. has not submitted any other Ballots relating to the General Unsecured Claim that are inconsistent with the vote or election as set forth in this Ballot or that, as limited by the terms of the Solicitation Order and the instructions attached hereto, if such other Ballots were previously submitted, they either have been or are hereby revoked or changed to reflect the vote or election set forth herein;
- D. only if such Holder has elected to assign its Creditor Causes of Action to the Liquidating Trust, is the owner of one or more Creditor Causes of Action; and
- E. only if such Holder has elected to assign its Creditor Causes of Action to the Liquidating Trust, has full power and authority to assign its Creditor Causes of Action to the Liquidating Trust.

Name of Holder: _____

(Print or Type)

Social Security Or Federal Tax I.D. No.: _____

(Optional)

Signature: _____

By: _____

(If Appropriate)

Title: _____

(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

No fees, commissions or other remuneration will be payable to any broker, dealer or other person for soliciting votes on the Plan. This Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. The Balloting Agent will not accept delivery of any such certificates

surrendered together with a Ballot. Moreover, this Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE ACTUALLY RECEIVED BY THE BALLOTING AGENT, BY 5:00 P.M. EASTERN TIME ON MARCH 22, 2016, OR YOUR VOTE WILL NOT BE COUNTED. FACSIMILE OR OTHER MEANS OF ELECTRONIC TRANSMISSION OF THIS BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE BALLOTING AGENT AT (904) 517-1442.

VOTING INSTRUCTIONS

All capitalized terms used in the ballot (the “Ballot”) or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan.

Please read and follow these instructions carefully. You must transmit this Ballot to the Balloting Agent by no later than 5:00 p.m. prevailing Eastern Time on March 22, 2016, unless such time is extended (the “Voting Deadline”), or your Ballot will not be counted.

In order for your vote to count, you must:

- Complete Item 1;
- Cast ONE vote to accept or reject the Plan by checking the proper box in Item 2;
- If you elect to assign Creditor Causes of Action to the Liquidating Trust, check the box in Item 3;
- Review the certifications in Item 4;
- Sign the Ballot – Your original signature is required on the Ballot in order for your vote to count;
- If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing, and provide proof of your authorization to so sign. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot; and
- Return the completed Ballot to the Balloting Agent in the pre-addressed stamped envelope enclosed with this Ballot.

If you believe you received the wrong form of Ballot, or if you need additional Ballots, please immediately contact the Balloting Agent.

If you wish to have your Claim allowed for purposes of voting on the Plan in an amount or a Class that is inconsistent with the Ballot you received or if you did not receive a Ballot and wish to have your Claim temporarily allowed for voting purposes only, you must serve on the Debtors and file with the Bankruptcy Court, on or before March 8, 2016, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim for purposes of voting (an “Claimant Voting Motion”). A Claimant Voting Motion must set forth with particularity the amount and classification of which you believe your Claim should be allowed for voting purposes, and the evidence in support of your belief. In respect of any timely filed Claimant Voting Motion, the Ballot in question shall be counted (a) in the amount established by the Bankruptcy Court in an order entered on or before the Confirmation Hearing or (b) if such an order has not been entered on or by the Confirmation Hearing, in an amount equal to the preprinted amount on the Ballot or in the event you did not receive a Ballot, you shall not have a Ballot counted at all. The Court will schedule a hearing on such Claimant Voting Motion to be heard at or prior to the Confirmation Hearing.

If multiple Ballots are received from the same person with respect to the same Claims prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot. However, if a Holder of Claims casts Ballots received by the Balloting Agent on the same day, but which are voted inconsistently, such Ballots will not be counted.

Any Ballot that is illegible or that contains insufficient information to permit the identification of the claimant will not be counted.

Properly executed Ballots that attempt to partially accept and partially reject the Plan will not be counted.

After the Voting Deadline, no Ballot may be withdrawn or modified without the prior consent of the Debtors.

This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a Claim.

If you hold Claims in more than one Class under the Plan, you may receive more than one Ballot for each different Class. Each Ballot votes only your Claims indicated on that Ballot. Please complete and return each Ballot you receive.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL) TRANSMISSION OF THIS BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE BALLOTING AGENT AT (904) 517-1442.

FOR MAILING PURPOSES, THE ADDRESS OF THE BALLOTING AGENT IS: HEALTH DIAGNOSTIC LABORATORY, INC. BALLOTS C/O AMERICAN LEGAL CLAIM SERVICES, LLC, P.O. BOX 23650, JACKSONVILLE, FL 32241-3650.

Exhibit 3-b

Ballot for Class 4 (Subordinated Claims)

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.

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

In re:

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

Debtors.⁹

Chapter 11

Case No. 15-32919 (KRH)

(Jointly Administered)

**BALLOT FOR HOLDERS OF SUBORDINATED CLAIMS
FOR ACCEPTING OR REJECTING THE PLAN OF LIQUIDATION
PROPOSED BY THE DEBTORS**

This ballot (the “Ballot”) is being sent to parties holding Claims¹⁰ subject to subordination, whether pursuant to a Final Order of the Bankruptcy Court under section 510 of the Bankruptcy Code or by written consent of the Holder of such Claim, whether such Final Order is entered or such consent is given prior to or following the Effective Date (the “Subordinated Claims”). If you hold Claims in other Classes in which you are entitled to vote, you will receive a Ballot for each such other Class.

On February [], 2016, the United States Bankruptcy Court for the Eastern District of Virginia (the “Court”) signed an order (the “Solicitation Order”) which approved the *Amended Disclosure Statement Accompanying Second Amended Plan of Liquidation Proposed by the Debtors*, dated February 11, 2016 (including all exhibits thereto and as amended, modified or supplemented from time to time, the “Disclosure Statement”) regarding the *Second Amended Plan of Liquidation Proposed by the Debtors*, dated February 9, 2016 (as the same may be further amended or modified, the “Plan”), and which established certain procedures for the solicitation and tabulation of votes to accept or reject the Plan. Please use this Ballot to cast your vote to accept or reject the Plan, which is proposed by the above-captioned debtors and debtors-in-possession (collectively the “Debtors”). Any party may request, at the Debtors’ expense, hard copies of the Disclosure Statement, together with the Plan and other exhibits annexed thereto, from the Balloting Agent. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of

⁹ 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).

¹⁰ Capitalized terms used, but not defined herein, shall have the meaning ascribed to them in the Plan.

Subordinated Claims and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements under section 1129(b) of the Bankruptcy Code.

THIS BALLOT IS TO BE USED BY HOLDERS OF CLASS 4 SUBORDINATED CLAIMS. PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND RETURN IT IN THE ENCLOSED ENVELOPE TO THE AGENT SUPERVISING THE SOLICITATION, TABULATION, AND BALLOTING PROCESS (THE "BALLOTING AGENT"). THE VOTING DEADLINE IS 5:00 P.M. PREVAILING EASTERN TIME ON MARCH 22, 2016.

ITEM 1. CLASS 4 CLAIM AMOUNT. The undersigned certifies that as of February 11, 2016 (the "Record Date"), it held a Subordinated Claim in the below amount:

\$ _____

ITEM 2. CLASS 4 (SUBORDINATED CLAIMS) VOTE. The Holder of the Subordinated Claim that relates to this Ballot votes:

to ACCEPT the Plan to REJECT the Plan

ANY BALLOT WHICH INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN OR DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN WILL NOT BE COUNTED.

ITEM 3. CERTIFICATION. By signing this Ballot, the Holder of the Subordinated Claim certifies that it:

A. is the Holder of the Subordinated Claim to which this Ballot pertains;

B. has been provided with a copy of the Plan and the Disclosure Statement and that it acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth in the Plan and the Disclosure Statement;

F. has full power and authority to vote to accept or reject the Plan; and

G. has not submitted any other Ballots relating to the Subordinated Claim that are inconsistent with the vote or election as set forth in this Ballot or that, as limited by the terms of the Solicitation Order and the instructions attached hereto, if such other Ballots were previously submitted, they either have been or are hereby revoked or changed to reflect the vote or election set forth herein.

Name of Holder: _____

(Print or Type)

Social Security Or Federal Tax I.D. No.: _____

(Optional)

Signature: _____

By: _____

(If Appropriate)

Title: _____

(If Appropriate)

Street Address: _____

City, State, Zip Code: _____

Telephone Number: _____

Date Completed: _____

No fees, commissions or other remuneration will be payable to any broker, dealer or other person for soliciting votes on the Plan. This Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Holders should not surrender, at this time, certificates representing their securities. The Balloting Agent will not accept delivery of any such certificates surrendered together with a Ballot. Moreover, this Ballot shall not constitute or be deemed to be a proof of claim or equity interest or an assertion of a claim or equity interest.

YOUR VOTE MUST BE ACTUALLY RECEIVED BY THE BALLOTING AGENT, BY 5:00 P.M. EASTERN TIME ON MARCH 22, 2016, OR YOUR VOTE WILL NOT BE COUNTED. FACSIMILE OR OTHER MEANS OF ELECTRONIC TRANSMISSION OF THIS BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED AN ADDITIONAL BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE BALLOTING AGENT AT (904) 517-1442.

VOTING INSTRUCTIONS

All capitalized terms used in the ballot (the “Ballot”) or these instructions but not otherwise defined therein shall have the meanings ascribed to them in the Plan.

Please read and follow these instructions carefully. You must transmit this Ballot to the Balloting Agent by no later than 5:00 p.m. prevailing Eastern Time on March 22, 2016, unless such time is extended (the “Voting Deadline”), or your Ballot will not be counted.

In order for your vote to count, you must:

- Complete Item 1;
- Cast ONE vote to accept or reject the Plan by checking the proper box in Item 2;
- Review the certifications in Item 3;
- Sign the Ballot – Your original signature is required on the Ballot in order for your vote to count;
- If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing, and provide proof of your authorization to so sign. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot; and
- Return the completed Ballot to the Balloting Agent in the pre-addressed stamped envelope enclosed with this Ballot.

If you believe you received the wrong form of Ballot, or if you need additional Ballots, please immediately contact the Balloting Agent.

If you wish to have your Claim allowed for purposes of voting on the Plan in an amount or a Class that is inconsistent with the Ballot you received or if you did not receive a Ballot and wish to have your Claim temporarily allowed for voting purposes only, you must serve on the Debtors and file with the Bankruptcy Court, on or before March 8, 2016, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim for purposes of voting (an “Claimant Voting Motion”). A Claimant Voting Motion must set forth with particularity the amount and classification of which you believe your Claim should be allowed for voting purposes, and the evidence in support of your belief. In respect of any timely filed Claimant Voting Motion, the Ballot in question shall be counted (a) in the amount established by the Bankruptcy Court in an order entered on or before the Confirmation Hearing or (b) if such an order has not been entered on or by the Confirmation Hearing, in an amount equal to the preprinted amount on the Ballot or in the event you did not receive a Ballot, you shall not have a Ballot counted at all. The Court will schedule a hearing on such Claimant Voting Motion to be heard at or prior to the Confirmation Hearing.

If multiple Ballots are received from the same person with respect to the same Claims prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier

received Ballot. However, if a Holder of Claims casts Ballots received by the Balloting Agent on the same day, but which are voted inconsistently, such Ballots will not be counted.

Any Ballot that is illegible or that contains insufficient information to permit the identification of the claimant will not be counted.

Properly executed Ballots that attempt to partially accept and partially reject the Plan will not be counted.

After the Voting Deadline, no Ballot may be withdrawn or modified without the prior consent of the Debtors.

This Ballot does not constitute, and shall not be deemed to be, a proof of claim or an assertion or admission of a Claim.

If you hold Claims in more than one Class under the Plan, you may receive more than one Ballot for each different Class. Each Ballot votes only your Claims indicated on that Ballot. Please complete and return each Ballot you receive.

PLEASE MAIL YOUR BALLOT PROMPTLY. FACSIMILE OR OTHER ELECTRONIC (INCLUDING E-MAIL) TRANSMISSION OF THIS BALLOT WILL NOT BE ACCEPTED.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT OR THE PROCEDURES GENERALLY, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE BALLOTING AGENT AT (904) 517-1442.

FOR MAILING PURPOSES, THE ADDRESS OF THE BALLOTING AGENT IS: HEALTH DIAGNOSTIC LABORATORY, INC. BALLOTS C/O AMERICAN LEGAL CLAIM SERVICES, LLC, P.O. BOX 23650, JACKSONVILLE, FL 32241-3650.