

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

In re:

Bostwick Laboratories, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 17-10570 (BLS)

(Jointly Administered)

NOTICE OF SALE BY AUCTION AND SALE HEARING

PLEASE TAKE NOTICE that, on March 15, 2017, Bostwick Laboratories, Inc. (the “Debtors”) in the above-captioned chapter 11 case filed a motion [Docket No. 15] (the “Bidding Procedures Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) seeking an order (a) authorizing and approving bidding procedures for the sale of the Purchased Assets, (b) approving the form and manner of notice of the Auction and Sale Hearing, and (c) scheduling an Auction and a Sale Hearing and setting other related dates and deadlines all as further described in the Bidding Procedures Motion. On April 3, 2017, the Bankruptcy Court entered an order (the “Bidding Procedures Order”)² approving certain bidding procedures attached thereto as Exhibit 1 (the “Bidding Procedures”).

PLEASE TAKE FURTHER NOTICE that the Debtors are soliciting offers for the purchase of the Purchased Assets. All interested bidders should carefully read the Bidding Procedures and Bidding Procedures Order. To the extent there are any inconsistencies between this notice and the Bidding Procedures, the latter shall govern in all respects. If you are a party to an executory contract or lease with the Debtors, you will receive a separate notice that contains relevant dates and other information that may impact you as a party to an executory contract or lease.

PLEASE TAKE FURTHER NOTICE that, if the Debtors receive competing bids within the requirements and time frame specified by the Bidding Procedures, the Debtors will conduct an auction (the “Auction”) for the Purchased Assets at the offices of their counsel, Pepper Hamilton LLP, Hercules Plaza, Suite 5100, 1313 N. Market Street, Wilmington, DE 19801, on April 26, 2017, at 10:00 a.m. (Prevailing Eastern Time).

PLEASE TAKE FURTHER NOTICE that the Debtors will seek approval of the sale of the Purchased Assets at a hearing scheduled to commence on April 28, 2017 at 10:00 a.m. (Prevailing Eastern Time) (the “Sale Hearing”) or as soon thereafter as counsel may be heard, before the Honorable Brendan L. Shannon, Chief United States Bankruptcy Judge in the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. The Sale Hearing may be adjourned from time to time without further notice to creditors or parties in interest

¹ The Debtors are the following entities (last four digits of EIN in parentheses): (i) Bostwick Laboratories, Inc., a Delaware corporation (3169); and (ii) Bostwick Laboratories Holdings, Inc., a Delaware corporation (1042). The mailing address for the Debtors is 100 Charles Lindbergh Blvd., Uniondale, NY 11553.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Bidding Procedures Order.

other than by announcement of the adjournment in open court on the date scheduled for the Sale Hearing.

PLEASE TAKE FURTHER NOTICE that objections to the proposed sale of the Purchased Assets (other than with respect to cure amounts and adequate assurance which are subject to a separate notice), if any, must: (i) be in writing; (ii) conform to the applicable provisions of the Bankruptcy Rules and the Local Bankruptcy Rules; (iii) state with particularity the legal and factual basis for the objection and the specific grounds therefor; and (iv) be filed with the Bankruptcy Court and served so the objection is actually received no later than April 21, 2017 at 4:00 p.m. (Eastern Time) (the “Sale Objection Deadline”) by the following parties (the “Notice Parties”): (a) counsel to the Debtors, Pepper Hamilton LLP, Hercules Plaza, Suite 5100, 1313 N. Market Street, P.O. Box 1709, Wilmington, DE 19899, Attn: David B. Stratton; (b) counsel to the Committee, (1) Sheppard Mullin Richter & Hampton LLP, 30 Rockefeller Plaza, New York, NY 10112, Attn: Craig A. Wolfe and (2) Pachulski Stang Ziehl & Jones LLP (Attn: Colin R. Robinson, Esq.); (c) counsel to the Stalking Horse Bidder, (1) Baker, Donelson, Bearman, Caldwell & Berkowitz, PC, 165 Madison Avenue, Memphis, TN 38103, Attn: E. Franklin Childress, Jr.; and (2) Morris Nichols Arsht & Tunnell, 1201 North Market Street, 16th Floor, P.O. Box 1347, Wilmington, DE 19899-1347, Attn: Derek C. Abbott; and (d) parties required by Bankruptcy Rule 2002(a).

PLEASE TAKE FURTHER NOTICE THAT UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN ACCORDANCE WITH THIS NOTICE, IT MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT AND THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER HEARING AND NOTICE.

PLEASE TAKE FURTHER NOTICE that this Notice and the Sale Hearing are subject to the complete terms and conditions of the Motion, the Bidding Procedures Order, and the Bidding Procedures, which shall control in the event of any conflict and the Debtors encourage parties-in-interest to review such documents in their entirety. Copies of the Motion, the Bidding Procedures Order, the Bidding Procedures and other relevant documents can be found: (a) on the Court’s website, <http://ecf.deb.uscourts.gov>, (b) with the Clerk of the Bankruptcy Court, 824 N. Market St., Wilmington, DE 19801 and (c) on the website maintained by the Debtors’ notice and claims agent, Donlin, Recano & Company, Inc. (www.donlinrecano.com/bostwick).

Dated: April 3, 2017
Wilmington, Delaware

PEPPER HAMILTON LLP

/s/ Evelyn J. Meltzer

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