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- and -

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Proposed Counsel for the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	: :
HOOPER HOLMES, INC.	: Case No. 18-23302 (RDD)
D/B/A PROVANT HEALTH, <i>et al.</i> ,	: :
	: (Jointly Administered)
Debtors. ¹	: :
	: :
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NOTICE OF SALE, BIDDING PROCEDURES, AUCTION, AND SALE HEARING

PLEASE TAKE NOTICE that, on August 27, 2018, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that, on August 27, 2018, in connection with the proposed sale (the “**Sale Transaction**”) of substantially all of the Debtors’ assets (the “**Transferred Assets**”) to Summit Health, Inc. (the “**Stalking Horse Bidder**”) or any other successful bidder (a “**Successful Bidder**”) at an auction for the Transferred Assets (the “**Auction**”), the Debtors filed a motion [Docket No. 18] (the “**Motion**”) seeking, among other things, entry of an order approving (a) bidding procedures governing the Sale Transaction (the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Hooper Holmes, Inc. (9359); Hooper Distribution Services, LLC (6838); Hooper Wellness, LLC (6005); Accountable Health Solutions, LLC (9625); Hooper Information Services, Inc. (4927); Hooper Kit Services, LLC (8378); and Provant Health Solutions, LLC (8511). The location of the Debtors’ corporate headquarters is 560 N. Rogers Road, Olathe, KS 66286.

“**Bidding Procedures**”),² (b) payment of the Bid Protections to the Stalking Horse Bidder in certain instances, and (c) procedures for the assumption and assignment of executory contracts in connection with the Sale Transaction (the “**Assumption and Assignment Procedures**”).

PLEASE TAKE FURTHER NOTICE that, on September 20, 2018, the Bankruptcy Court entered an order [Docket No. 119] (the “**Bidding Procedures Order**”), granting certain of the relief sought in the Motion, including, among other things, approving (a) the Bidding Procedures, and (b) the Assumption and Assignment Procedures.

Contact Persons for Parties Interested in Submitting a Bid

The Bidding Procedures set forth in detail the requirements for submitting a Qualified Bid, and any person interested in making an offer to purchase the Transferred Assets **must** comply strictly with the Bidding Procedures Order and Bidding Procedures. **Only Qualified Bids will be considered by the Debtors.** Any persons interested in making an offer to purchase the Transferred Assets should contact:

Raymond James & Associates, Inc.

<p>Geoffrey Richards (212) 885-1885 Geoffrey.Richards@RaymondJames.com</p>	<p>Ernest Lee (212) 885-1807 Ernest.Lee@RaymondJames.com</p>
<p>Simon Wein (212) 885-1811 Simon.Wein@RaymondJames.com</p>	<p>Katie Donovan (212) 885-1803 Katie.Donovan@RaymondJames.com</p>

Obtaining Information

Copies of the Bidding Procedures Order, the Bidding Procedures, and any other related documents may be obtained free of charge by visiting the case information website maintained by the Debtors’ claims and noticing agent, Epiq Corporate Restructuring, LLC, at **<http://dm.epiq11.com/hooperholmes>**. You may also obtain copies of any pleadings by visiting the Court’s website at **<http://www.nysb.uscourts.gov>** in accordance with the procedures and fees set forth therein.

Important Dates and Deadlines

1. The deadline to submit a Qualified Bid (the “**Bid Deadline**”) is **October 5, 2018, at 4:00 p.m. (Eastern Time)**.
2. The deadline to file an objection with the Bankruptcy Court to the proposed sale of the Transferred Assets is **October 3, 2018 at 4:00 p.m. (Eastern Time)** (the “**Sale Objection Deadline**”).³

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion or Bidding Procedures, as applicable.

3. The Auction, if one is necessary, for the Transferred Assets will commence at **10:00 a.m. (Eastern Time) on October 10, 2018**, or such other date as determined by the Bankruptcy Court, at the offices of Foley & Lardner LLP, 90 Park Avenue, New York, New York 10016-1314.

4. A hearing (the “**Sale Hearing**”) to consider the proposed Sale Transaction will be held before the Bankruptcy Court at 300 Quarropas Street, White Plains, New York 10601-4140 on:
 - **October 9, 2018 at 10:00 a.m. (Eastern Time)** if the Bid of the Stalking Horse Bidder is the only Qualified Bid received;
 - **October 12, 2018 at 10:00 a.m. (Eastern Time)** if more than one Qualified Bid is received; or
 - such other date as determined by the Bankruptcy Court.

Filing Objections to the Sale Transaction

Any objection to the Motion as it relates to the Sale Transaction must: (a) be in writing; (b) state with specificity the nature of such objection; (c) comply with the applicable provisions of the Bankruptcy Rules, the Local Rules, and any case management order entered by the Court; and (d) be filed with this Court and served upon, so as to be **actually received** on or prior to the Sale Objection Deadline, the following parties:

Proposed Counsel to the Debtors	Counsel to the Stalking Horse Bidder
Foley & Lardner LLP 90 Park Avenue New York, New York 10016-1314 Attn: Richard J. Bernard, Esq. and John P. Melko, Esq.	Bass, Berry & Sims PLC 150 Third Avenue South, Suite 2800 Nashville, Tennessee 37201 Attn: J. Allen Overby, Esq., Tatjana Paterno, Esq., and Paul G. Jennings, Esq. Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, New York 10153 Attn: Jessica Liou, Esq. and John Conte, Esq.

³ The Sale Objection Deadline for the DIP Lenders shall be the Bid Deadline.

Counsel to the DIP Lenders	Counsel to the Creditors' Committee
<p>Holland & Knight LLP 200 Crescent Court, Suite 1600 Dallas, TX 75201 Attn: Brent McIlwain, Esq.</p> <p>Holland & Knight LLP 31 W. 52nd Street, 12th Floor New York, NY 10019 Attn: Arthur Rosenberg, Esq.</p> <p>Duane Morris LLP 222 Delaware Avenue, Suite 1600 Wilmington, DE 19801 Attn: Christopher M. Winter, Esq.</p>	<p>Brown Rudnick LLP, 7 Times Square New York, New York 10036 Attn: Edward S. Weisfelner, Esq., Bennett S. Silverberg, Esq., and Sunni P. Beville, Esq.</p>

Consequences of Failing to Timely File and Serve an Objection

THE FAILURE OF ANY PERSON OR ENTITY TO FILE AND SERVE AN OBJECTION BY THE SALE OBJECTION DEADLINE SHALL BE A BAR, AT THE SALE HEARING OR THEREAFTER, TO THE ASSERTION BY SUCH PERSON OR ENTITY OF ANY OBJECTION TO THE SALE MOTION, THE SALE ORDER, THE SALE TRANSACTION, OR THE DEBTORS' CONSUMMATION AND PERFORMANCE OF THE STALKING HORSE APA (INCLUDING, WITHOUT LIMITATION, THE DEBTORS' TRANSFER OF THE TRANSFERRED ASSETS AND ASSUMPTION AND ASSIGNMENT OF THE ASSUMED CONTRACTS, FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS).

Dated: September 21, 2018
New York, New York

/s/ Richard J. Bernard
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