

EXHIBIT A
Confirmation Hearing Notice

prevailing Eastern Time, or as soon thereafter as counsel may be heard (the "Confirmation Hearing"). The Confirmation Hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date or dates at the Confirmation Hearing or at an adjourned Confirmation Hearing.

4. If you hold a claim against or equity interest in the Debtors as of January 19, 2005, the Record Date established in the Order, and are entitled to vote to accept or reject the Plan, you have received with this Notice, a Ballot form and voting instructions appropriate for your claim or interest. For your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, execute the Ballot, and return the completed Ballot to the address indicated on the Ballot by March 8, 2005 at 5:00 p.m. prevailing Eastern Time. Any failure to follow the voting instructions included with the Ballot may disqualify the Ballot and your vote.

5. Holders of unimpaired claims are not entitled to vote on the Plan and will receive a Notice of Non-Voting Status. If you disagree with the Debtors' classification of your claim or believe that you should be entitled to vote on the Plan, then you must serve on the Debtors and file with the Bankruptcy Court a motion (a "Rule 3018(a) Motion") for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") temporarily allowing your claim in a different amount or in a different class for purposes of voting to accept or reject the Plan (which motion will be heard on shortened notice). All Rule 3018(a) Motions must be filed by February 25, 2005 at 5:00 p.m. prevailing Eastern Time. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such creditor's Ballot will not be counted unless temporarily allowed by the Bankruptcy Court for voting purposes, after notice and a hearing. Rule 3018(a) Motions that are not timely filed and served in the manner as set forth above shall not be considered.

6. Any objections to the Plan shall be in writing, shall state the name and address of the objector, the amount and nature of the objector's claim against or equity interest in the Debtors, as well as the grounds for the objection and the legal basis therefor, and shall be served and filed with and received by the Bankruptcy Court, and served upon and received by the parties listed below, together with proof of service, on or before March 8, 2005 at 5:00 p.m. prevailing Eastern Time:

WEIL, GOTSHAL & MANGES LLP
Attorneys for the Debtors
767 Fifth Avenue
New York, New York 10153
Attn: George A. Davis, Esq.

THE UNITED STATES TRUSTEE FOR THE
SOUTHERN DISTRICT OF NEW YORK
33 Whitehall Street
21st Floor

New York, New York 10004
Attn: Paul K. Schwartzberg, Esq.

ARENT FOX PLLC
Attorneys for the Official Committee of
Unsecured Creditors
1675 Broadway
New York, New York 10019
Attn: Schuyler G. Carroll, Esq.

SAUL EWING LLP
Attorneys for the Official Committee of Equity
Security Holders
100 South Charles Street, 15th Floor
Baltimore, Maryland 21201
Attn: John J. Jerome, Esq. and Joyce A.
Kuhns, Esq.

LERACH COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
Attorneys for the Lead Plaintiffs
200 Broadhollow, Suite 406
Melville, New York 11747
Attn: Samuel Rudman, Esq.

LOWENSTEIN SANDLER PC
Bankruptcy Attorneys for the Lead Plaintiffs
65 Livingston Avenue
Roseland, New Jersey 07068
Attn: Michael S. Etkin, Esq.

**UNLESS AN OBJECTION IS TIMELY SERVED AND FILED IN
ACCORDANCE WITH THIS NOTICE, THE OBJECTION WILL NOT BE
CONSIDERED BY THE BANKRUPTCY COURT.**

BY ORDER OF THE BANKRUPTCY COURT

DATED: _____, 2005
New York, New York

EXHIBIT B
Forms of Ballots

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

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In re :
 : **Chapter 11 Case No.**
 :
IMPATH INC., et al., : **03- 16113 (PCB)**
 :
 : **(Jointly Administered)**
 :
 :
-----X

**BALLOT FOR ACCEPTING OR REJECTING
DEBTORS' FIRST AMENDED CHAPTER 11 PLAN OF LIQUIDATION
CLASS 1 (PRIORITY NON-TAX CLAIMS)**

On January 14, 2005, IMPATH Inc. and its subsidiary debtors, as debtors and debtors in possession (“Impath” or the “Debtors”) filed with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), a proposed First Amended Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code (as may be amended from time to time, the “Plan”), and a proposed First Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code relating to the Plan (as may be amended from time to time, the “Disclosure Statement”). This Ballot (this “Ballot”) has been sent to you to solicit your vote regarding the acceptance or rejection of the Plan. A copy of the Disclosure Statement (including a copy of the Plan annexed as an exhibit thereto) is enclosed. If you have any questions on how properly to complete this Ballot, please call the Debtors’ balloting agent, The Altman Group, Inc. at (212) 681-9600.

**THIS BALLOT IS TO BE USED FOR VOTING ON THE
PLAN BY THE HOLDERS OF PRIORITY NON-TAX CLAIMS**

IN ORDER FOR YOUR VOTE ON THE PLAN TO BE COUNTED, YOUR PROPERLY COMPLETED BALLOT MUST BE ACTUALLY RECEIVED BY THE ALTMAN GROUP, INC. BY 5:00 P.M., PREVAILING EASTERN TIME, ON MARCH 8, 2005, UNLESS SUCH TIME IS EXTENDED BY THE DEBTORS (THE “VOTING DEADLINE”).

YOU MUST VOTE ALL PRIORITY NON-TAX CLAIMS THAT YOU HOLD TO ACCEPT OR REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE ON THE PLAN.

Item 1. Amount of Claim. For purposes of voting to accept or reject the Plan, the undersigned holds a Class 1 Priority Non-Tax Claim against the Debtors in the amount set forth on page 1. **If no amount is listed on page 1 of this ballot, please indicate the aggregate unpaid principal amount of your claim against the Debtors in the box below.**

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Item 2. Vote on the Plan. The undersigned holder of a Class 1 Priority Non-Tax Claim hereby votes to:

- Check one box:
- Accept the Plan
- Reject the Plan

Item 3. Authorization. By returning this Ballot, the undersigned certifies that it (a) has full power and authority to vote to accept or reject the Plan and (b) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement, the order of the Bankruptcy Court approving the Disclosure Statement, and the procedures for the solicitation of votes to accept or reject the Plan.

Print or Type Name of Claimant: _____

Social Security or Federal Tax I.D. No. of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Name and Title of Agent: _____

Street Address: _____

City, State, Zip Code and Country: _____

Telephone Number: _____

Date Completed: _____

VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT FOR HOLDERS OF CLASS 1 PRIORITY NON-TAX CLAIMS

1. This Ballot is submitted to you to solicit your vote to accept or reject the Debtors' Plan. The terms of the Plan are described in the Disclosure Statement. All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan or the Disclosure Statement. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE BALLOT.**
2. The Plan will be accepted by Class 1 if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of claims in Class 1 voting on the Plan. In the event that the holders of Class 1 Claims reject the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of Class 1 Claims and all other Classes of Claims or Equity Interests rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of interests in, and any other holders of claims against, the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, whether or not they vote, and whether or not they accept the Plan.
3. **In order for your vote on the Plan to be counted, you must complete, sign, and return this Ballot so that it is received by The Altman Group, Inc., 60 East 42nd Street, Suite 405, New York, NY 10165 by 5:00 P.M., prevailing Eastern time, on March 8, 2005, unless such time is extended by the Debtors (the "Voting Deadline").**
4. To complete the Ballot properly, you must follow the procedures described below:
 - a. **make sure that the information contained on page 1 hereof or in Item 1, as appropriate, is correct;**
 - b. **cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;**
 - c. **if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing, and, if requested, you must submit satisfactory evidence of your authority so to act (e.g., a power of attorney or a certified copy of board resolutions authorizing you so to act);**
 - d. **if you also hold Claims or Equity Interests in a Class other than Class 1, you may receive more than one Ballot, labeled for a different Class of Claims or Equity Interests. Your vote will be counted in determining**

acceptance or rejection of the Plan by a particular Class only if you complete, sign and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;

- e. sign and date your Ballot;**
- f. if you submit more than one Ballot voting the same Claim prior to the Voting Deadline, the last validly executed Ballot shall be counted;**
- g. if you believe that you have received the wrong Ballot, please contact The Altman Group, Inc. immediately;**
- h. provide your name and mailing address; and**
- i. return your Ballot using the enclosed pre-addressed return envelope.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT (INCLUDING THE PLAN), OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE ALTMAN GROUP, INC., 60 EAST 42ND STREET, SUITE 405, NEW YORK, NEW YORK 10165, (212) 681-9600.

YOU MUST VOTE ALL OTHER SECURED CLAIMS THAT YOU HOLD TO ACCEPT OR REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE ON THE PLAN.

Item 1. Amount of Claim. For purposes of voting to accept or reject the Plan, the undersigned holds a Class 2 Other Secured Claim against the Debtors in the amount set forth on page 1. **If no amount is listed on page 1 of this ballot, please indicate the aggregate unpaid principal amount of your claim against the Debtors in the box below.**

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Item 2. Vote on the Plan. The undersigned holder of a Class 2 Other Secured Claim hereby votes to:

- Check one box:
- Accept the Plan
 - Reject the Plan

Item 3. Authorization. By returning this Ballot, the undersigned certifies that it (a) has full power and authority to vote to accept or reject the Plan and (b) has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement, the order of the Bankruptcy Court approving the Disclosure Statement, and the procedures for the solicitation of votes to accept or reject the Plan.

Print or Type Name of Claimant: _____

Social Security or Federal Tax I.D. No. of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Name and Title of Agent: _____

Street Address: _____

City, State, Zip Code and Country: _____

Telephone Number: _____

Date Completed: _____

VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT FOR HOLDERS OF CLASS 2 OTHER SECURED CLAIMS

1. This Ballot is submitted to you to solicit your vote to accept or reject the Debtors' Plan. The terms of the Plan are described in the Disclosure Statement. All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan or the Disclosure Statement. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE BALLOT.**
2. The Plan will be accepted by Class 2 if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of claims in Class 2 voting on the Plan. In the event that the holders of Class 2 Claims reject the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of Class 2 Claims and all other Classes of Claims or Equity Interests rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of interests in, and any other holders of claims against, the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, whether or not they vote, and whether or not they accept the Plan.
3. **In order for your vote on the Plan to be counted, you must complete, sign, and return this Ballot so that it is received by The Altman Group, Inc., 60 East 42nd Street, Suite 405, New York, NY 10165 by 5:00 P.M., prevailing Eastern time, on March 8, 2005, unless such time is extended by the Debtors (the "Voting Deadline").**
4. To complete the Ballot properly, you must follow the procedures described below:
 - a. **make sure that the information contained on page 1 hereof or in Item 1, as appropriate, is correct;**
 - b. **cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;**
 - c. **if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing, and, if requested, you must submit satisfactory evidence of your authority so to act (e.g., a power of attorney or a certified copy of board resolutions authorizing you so to act);**
 - d. **if you also hold Claims or Equity Interests in a Class other than Class 2, you may receive more than one Ballot, labeled for a different Class of Claims or Equity Interests. Your vote will be counted in determining**

acceptance or rejection of the Plan by a particular Class only if you complete, sign and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;

- e. sign and date your Ballot;**
- f. if you submit more than one Ballot voting the same Claim prior to the Voting Deadline, the last validly executed Ballot shall be counted;**
- g. if you believe that you have received the wrong Ballot, please contact The Altman Group, Inc. immediately;**
- h. provide your name and mailing address; and**
- i. return your Ballot using the enclosed pre-addressed return envelope.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT (INCLUDING THE PLAN), OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE ALTMAN GROUP, INC., 60 EAST 42ND STREET, SUITE 405, NEW YORK, NEW YORK 10165, (212) 681-9600.

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

-----X		
In re	:	
	:	Chapter 11 Case No.
	:	
IMPATH INC., <u>et al.</u>	:	03- 16113 (PCB)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**BALLOT FOR ACCEPTING OR REJECTING
DEBTORS' FIRST AMENDED CHAPTER 11 PLAN OF LIQUIDATION
CLASS 4 (GENERAL UNSECURED CLAIMS)**

On January 14, 2005, IMPATH Inc. and its subsidiary debtors, as debtors and debtors in possession ("Impath" or the "Debtors") filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), a proposed First Amended Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code (as may be amended from time to time, the "Plan"), and a proposed First Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code relating to the Plan (as may be amended from time to time, the "Disclosure Statement"). This Ballot (this "Ballot") has been sent to you to solicit your vote regarding the acceptance or rejection of the Plan. A copy of the Disclosure Statement (including a copy of the Plan annexed as an exhibit thereto) is enclosed. If you have any questions on how properly to complete this Ballot, please call the Debtors' balloting agent, The Altman Group, Inc. at (212) 681-9600.

**THIS BALLOT IS TO BE USED FOR VOTING ON THE
PLAN BY THE HOLDERS OF GENERAL UNSECURED CLAIMS**

IN ORDER FOR YOUR VOTE ON THE PLAN TO BE COUNTED, YOUR PROPERLY COMPLETED BALLOT MUST BE ACTUALLY RECEIVED BY THE ALTMAN GROUP, INC. BY 5:00 P.M., PREVAILING EASTERN TIME, ON MARCH 8, 2005, UNLESS SUCH TIME IS EXTENDED BY THE DEBTORS (THE "VOTING DEADLINE").

VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT FOR HOLDERS OF CLASS 4 GENERAL UNSECURED CLAIMS

1. This Ballot is submitted to you to solicit your vote to accept or reject the Debtors' Plan. The terms of the Plan are described in the Disclosure Statement. All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan or the Disclosure Statement. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE BALLOT.**
2. The Plan will be accepted by Class 4 if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of claims in Class 4 voting on the Plan. In the event that the holders of Class 4 Claims reject the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of Class 4 Claims and all other Classes of Claims or Equity Interests rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of interests in, and any other holders of claims against, the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, whether or not they vote, and whether or not they accept the Plan.
3. **In order for your vote on the Plan to be counted, you must complete, sign, and return this Ballot so that it is received by The Altman Group, Inc., 60 East 42nd Street, Suite 405, New York, NY 10165 by 5:00 P.M., prevailing Eastern time, on March 8, 2005, unless such time is extended by the Debtors (the "Voting Deadline").**
4. To complete the Ballot properly, you must follow the procedures described below:
 - a. **make sure that the information contained on page 1 hereof or in Item 1, as appropriate, is correct;**
 - b. **cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;**
 - c. **if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing, and, if requested, you must submit satisfactory evidence of your authority so to act (e.g., a power of attorney or a certified copy of board resolutions authorizing you so to act);**
 - d. **if you also hold Claims or Equity Interests in a Class other than Class 4, you may receive more than one Ballot, labeled for a different Class of Claims or Equity Interests. Your vote will be counted in determining**

acceptance or rejection of the Plan by a particular Class only if you complete, sign and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;

- e. sign and date your Ballot;**
- f. if you submit more than one Ballot voting the same Claim prior to the Voting Deadline, the last validly executed Ballot shall be counted;**
- g. if you believe that you have received the wrong Ballot, please contact The Altman Group, Inc. immediately;**
- h. provide your name and mailing address; and**
- i. return your Ballot using the enclosed pre-addressed return envelope.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT (INCLUDING THE PLAN), OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE ALTMAN GROUP, INC., 60 EAST 42ND STREET, SUITE 405, NEW YORK, NEW YORK 10165, (212) 681-9600.

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

-----X
In re :
 : **Chapter 11 Case No.**
 :
IMPATH INC., et al., : **03- 16113 (PCB)**
 :
 : **(Jointly Administered)**
 :
 :
-----X

**BALLOT FOR ACCEPTING OR REJECTING
DEBTORS' FIRST AMENDED CHAPTER 11 PLAN OF LIQUIDATION
CLASS 5 (EQUITY INTERESTS)**

On January 14, 2005, IMPATH Inc. and its subsidiary debtors, as debtors and debtors in possession ("Impath" or the "Debtors") filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), a proposed First Amended Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code (as may be amended from time to time, the "Plan"), and a proposed First Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code relating to the Plan (as may be amended from time to time, the "Disclosure Statement"). This Ballot (this "Ballot") has been sent to holders of Impath Inc.'s common stock as of January 19, 2005 (the "Record Date") to solicit their votes regarding the acceptance or rejection of the Plan. A copy of the Disclosure Statement (including a copy of the Plan annexed as an exhibit thereto) is enclosed. If you have any questions on how properly to complete this Ballot, please call the Debtors' balloting agent, The Altman Group, Inc. at (212) 681-9600.

**THIS BALLOT IS TO BE USED FOR VOTING ON THE
PLAN BY THE HOLDERS OF EQUITY INTERESTS**

IN ORDER FOR YOUR VOTE ON THE PLAN TO BE COUNTED, YOUR PROPERLY COMPLETED BALLOT MUST BE RETURNED TO YOUR BANK OR BROKER, IN THE ENVELOPE PROVIDED, IN SUFFICIENT TIME TO ENABLE THEM TO COMPLETE AND RETURN A MASTER BALLOT SO THAT IT IS ACTUALLY RECEIVED BY THE ALTMAN GROUP, INC. BY 5:00 P.M., PREVAILING EASTERN TIME, ON MARCH 8, 2005, UNLESS SUCH TIME IS EXTENDED BY THE DEBTORS (THE "VOTING DEADLINE").

IF YOU HOLD SHARES IN YOUR OWN NAME, PLEASE RETURN YOUR BALLOT TO THE ALTMAN GROUP, INC. IN THE POSTAGE PREPAID ENVELOPE SO IT IS ACTUALLY RECEIVED BY THE VOTING DEADLINE.

VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT FOR HOLDERS OF CLASS 5 EQUITY INTERESTS

1. This Ballot is submitted to you to solicit your vote to accept or reject the Debtors' Plan. The terms of the Plan are described in the Disclosure Statement. All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan or the Disclosure Statement. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE BALLOT.**
2. The Plan will be accepted by Class 5 if it is accepted by the holders of at least two-thirds in amount of the Allowed Class 5 Equity Interests voting on the Plan. In the event that the holders of Class 5 Equity Interests reject the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of Class 5 Equity Interests and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of interests in, and any other holders of claims against, the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, whether or not they vote, and whether or not they accept the Plan.
3. **In order for your vote on the Plan to be counted, you must complete, sign, and return this Ballot in the enclosed return envelope.**

Record Owners

If you hold shares in your own name, please return your Ballot in the enclosed envelope addressed to **The Altman Group, Inc., 60 East 42nd Street, Suite 405, New York, NY 10165, so that it is received by no later than 5:00 P.M. prevailing Eastern time, on March 8, 2005, unless such time is extended by the Debtors (the "Voting Deadline").**

Street Name Holders

If a party other than you is the Record (or Nominee) Holder of the Equity Interests you are voting and you are the beneficial owner of such Equity Interests please return your Ballot to the Record (or Nominee) Holder of your Equity Interests for processing and inclusion of your voting information on the Master Ballot of the Record (or Nominee) Holder. The Record (or Nominee) Holder must, in turn, return a completed Master Ballot to the Balloting Agent not later than the Voting Deadline. Please allow enough time for your Nominee to transmit your vote to the Altman Group by the Voting Deadline.

4. To complete the Ballot properly, you must follow the procedures described below:
- a. **make sure that the information contained in the address block and/or in Item 1, as appropriate, is correct;**
 - b. **cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;**
 - c. **if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing, and, if requested, you must submit satisfactory evidence of your authority so to act (e.g., a power of attorney or a certified copy of board resolutions authorizing you so to act);**
 - d. **if you also hold Claims against the Debtors, you may receive more than one Ballot, labeled for each different Class of Claims or Equity Interests. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class only if you complete, sign and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;**
 - e. **sign and date your Ballot;**
 - f. **if you submit more than one Ballot voting the same Equity Interest prior to the Voting Deadline, the last validly executed Ballot shall be counted;**
 - g. **if you believe that you have received the wrong Ballot, please contact The Altman Group, Inc. immediately;**
 - h. **provide your name and mailing address; and**
 - i. **return your Ballot using the enclosed pre-addressed return envelope.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT (INCLUDING THE PLAN), OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE ALTMAN GROUP, INC., 60 EAST 42ND STREET, SUITE 405, NEW YORK, NEW YORK 10165, (212) 681-9600.

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT
FOR ALL HOLDERS OF CLASS 6 SECURITIES
LITIGATION CLAIMS ENTITLED TO VOTE ON THE PLAN**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Debtors' Plan. The terms of the Plan are described in the Disclosure Statement. All capitalized terms used but not defined herein or in the Ballot have the meanings ascribed to such terms in the Plan or the Disclosure Statement. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE BALLOT.**
2. The Plan will be accepted by Class 6 if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of claims in Class 6 voting on the Plan. The Bankruptcy Court has authorized Lead Plaintiffs in the Securities Class Action Lawsuit to vote their class proof of claim in the amount of the Class 6 Allocation on behalf of all holders of Securities Litigation Claims (other than Opt-Out Securities Litigation Claims). In addition, holders of Securities Litigation Claims (including Opt-Out Securities Litigation Claims) whose claims are allowed for voting purposes by the Bankruptcy Court are entitled to vote in the amount allowed by the Bankruptcy Court. In the event that the holders of Class 6 Claims reject the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against and accords fair and equitable treatment to the holders of Class 6 Claims and all other Classes of Claims or Equity Interests rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of interests in, and any other holders of claims against, the Debtors (including those holders who abstain from voting on or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby, whether or not they vote, and whether or not they accept the Plan.
3. **In order for your vote on the Plan to be counted, you must complete, sign, and return this Ballot so that it is received by The Altman Group, Inc., 60 East 42nd Street, Suite 405, New York, NY 10165 by 5:00 P.M., prevailing Eastern time, on March 8, 2005, unless such time is extended by the Debtors (the "Voting Deadline").**
4. To complete the Ballot properly, you must follow the procedures described below:
 - a. **make sure that the information contained on page 1 hereof or in Item 1, as appropriate, is correct;**
 - b. **cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;**
 - c. **if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in**

which you are signing, and, if requested, you must submit satisfactory evidence of your authority so to act (e.g., a power of attorney or a certified copy of board resolutions authorizing you so to act);

- d. if you also hold Claims or Equity Interests in a Class other than Class 6, you may receive more than one Ballot, labeled for a different Class of Claims or Equity Interests. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class only if you complete, sign and return the Ballot labeled for that Class in accordance with the instructions on that Ballot;**
- e. sign and date your Ballot;**
- f. if you submit more than one Ballot voting the same Claim prior to the Voting Deadline, the last validly executed Ballot shall be counted;**
- g. if you believe that you have received the wrong Ballot, please contact The Altman Group, Inc. immediately;**
- h. provide your name and mailing address; and**
- i. return your Ballot using the enclosed pre-addressed return envelope.**

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT (INCLUDING THE PLAN), OR IF YOU NEED ADDITIONAL COPIES OF THIS BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE ALTMAN GROUP, INC., 60 EAST 42ND STREET, SUITE 405, NEW YORK, NEW YORK 10165, (212) 681-9600.

EXHIBIT C
Notice of Non-Voting Status – Unimpaired Class

EXHIBIT D
Form of Master Ballot

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

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In re :
 : **Chapter 11 Case No.**
 :
IMPATH INC., et al., : **03- 16113 (PCB)**
 :
 Debtors. : **(Jointly Administered)**
 :
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MASTER BALLOT FOR CLASS 5 (EQUITY INTERESTS)

**FOR USE BY BROKERS, BANKS, DEALERS, AND
OTHER AGENTS OR NOMINEES FOR BENEFICIAL
OWNERS OF IMPATH COMMON STOCK ON JANUARY 19, 2005**

**THE VOTING DEADLINE BY WHICH YOUR
MASTER BALLOT MUST BE RECEIVED BY THE
ALTMAN GROUP INC. IS 5:00 P.M., PREVAILING
EASTERN TIME, ON MARCH 8, 2005 (THE "VOTING
DEADLINE") OR THE VOTES REPRESENTED BY
YOUR BALLOT WILL NOT BE COUNTED**

This Master Ballot is to be used by you, as a broker, bank, or other nominee (or as their proxy holder or agent) (each of the foregoing, a "Voting Nominee"), for summarizing the votes cast by beneficial owners of IMPATH Inc.'s common stock as of January 19, 2005 to accept or reject the First Amended Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code, filed January 14, 2005 (as may be amended, the "Plan"), described in the accompanying First Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code relating to the Plan (as may be amended from time to time, the "Disclosure Statement"), filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"). Before you transmit such votes, please review the Disclosure Statement carefully, including the Voting Procedures in Section II.B. **THIS MASTER BALLOT RELATES ONLY TO VOTES CAST BY BENEFICIAL OWNERS OF IMPATH'S COMMON STOCK AS OF JANUARY 19, 2005.**

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 (2/3) in amount of the interests in such class that cast ballots for acceptance or rejection of the Plan. The votes of the claims actually voted in your class will bind those who do not vote. In the event that the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if at least one impaired class of claims has accepted the Plan and the Bankruptcy Court finds that the Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the class(es) rejecting it and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. Capitalized terms in these instructions which are not defined shall have the meanings set forth in the Plan.

PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY, COMPLETE, SIGN, AND DATE THIS MASTER BALLOT, AND RETURN IT SO THAT IT IS RECEIVED BY THE ALTMAN GROUP, INC. BEFORE THE VOTING DEADLINE OF 5:00 P.M., PREVAILING EASTERN TIME, ON MARCH 8, 2005. IF THIS MASTER BALLOT IS NOT

COMPLETED, SIGNED, AND TIMELY RECEIVED, THE VOTES TRANSMITTED BY THIS MASTER BALLOT WILL NOT BE COUNTED.

Item 1. Certification of Authority to Vote. The undersigned certifies that, the undersigned (please check the applicable box):

- Is a broker, bank, or other nominee for the beneficial owners of Impath's common stock as of January 19, 2005 and is the registered holder of such securities, or
- Is acting under a power of attorney and/or agency (a copy of which will be provided upon request) granted by a broker, bank, or other nominee that is the registered holder of Impath's common stock as of January 19, 2005 listed in Item 2 below, or
- Has been granted a proxy (an original of which is attached hereto) from a broker, bank, or other nominee that is the registered holder of Impath's common stock as of January 19, 2005,

and accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the beneficial owners of Impath's common stock as of January 19, 2005 described in Item 2 below.

Item 2. Tabulation of Class 5 Votes.

_____ Aggregate Number of Shares of Class 5 Equity Interests Accepting the Plan

_____ Aggregate Number of Shares of Class 5 Equity Interests Rejecting the Plan

Item 3. Class 5 (Equity Interests) Vote. The undersigned certifies that the schedule set forth below is an accurate listing of the holders of Class 5 (Equity Interest) that have delivered voting instructions to the undersigned voting to accept or reject the Plan. (Please complete beneficial owners summary schedule set forth below. Attach additional schedules as needed.) The undersigned certifies that the beneficial owners listed on the below or attached schedule are beneficial owners as of the January 19, 2005 record date and have delivered to the undersigned, as nominee, ballots casting such votes.

Your Customer Account Number for Each Beneficial Owner	Number of Shares of Impath's Common Stock Voted to ACCEPT or REJECT Plan:	
	To Accept the Plan	To Reject the Plan

Item 4. Certification. By signing this Master Ballot, the undersigned certifies that the individual Ballots received from each beneficial owner of common stock or a copy thereof is and will remain on file with the undersigned subject to inspection for a period of one year following the effective date of the Plan.

Item 5. Registered Owner. The undersigned certifies that it is the registered owner in its own name or through a position held at a securities depository of Impath's common stock as of January 19, 2005 identified in Item 2 above.

SIGNED: _____

NAME (PRINT): _____

TITLE: _____

TAX I.D. OR SOCIAL
SECURITY NUMBER: _____

IF AUTHORIZED BY AGENT,
NAME AND TITLE: _____

NAME OF INSTITUTION: _____

PARTICIPANT NUMBER: _____

STREET ADDRESS: _____

CITY, STATE, ZIP: _____

TELEPHONE NO.: _____

DATED: _____

THIS MASTER BALLOT MUST BE RECEIVED BY THE ALTMAN GROUP INC., BEFORE 5:00 P.M., PREVAILING EASTERN TIME, ON MARCH 8, 2005, OR THE VOTES TRANSMITTED HEREBY WILL NOT BE COUNTED.

PLEASE NOTE: THE ALTMAN GROUP, INC. WILL NOT ACCEPT BALLOTS OR MASTER BALLOTS BY FACSIMILE TRANSMISSION.

IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, BALLOTS, DISCLOSURE STATEMENT, OR OTHER RELATED MATERIALS, PLEASE CALL THE ALTMAN GROUP, INC. AT (212) 681-9600.

INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT:

1. The Voting Deadline is 5:00 p.m., prevailing Eastern Time, on March 8, 2005. To have the vote of your customers count, you must complete, sign, and return this Master Ballot so that it is received by The Altman Group, Inc. at the following address:

60 East 42nd Street, Suite 405
New York, NY 10165
Attn: IMPATH Inc. Balloting Center

An envelope addressed to The Altman Group, Inc. is enclosed for your convenience.

2. If you are both the registered owner *and* beneficial owner of Impath's common stock as of January 19, 2005 and you wish to vote such stock, you may complete, execute, and return to The Altman Group, Inc. *either* an individual Class 5 (Equity Interest) Ballot *or* a Master Ballot.
3. **This Master 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. Neither the Debtors nor The Altman Group, Inc. will accept delivery of any such certificates surrendered together with this Master Ballot. Surrender of securities for exchange may only be made by you and will only be accepted pursuant to a letter of transmittal which will be furnished to you by the Debtors following confirmation of the Plan by the Bankruptcy Court.
4. **If you are transmitting the votes of any beneficial owners of Impath's common stock as of January 19, 2005, other than yourself, you may *either***
 - a. Complete and execute the Ballot (other than Items 2 and 3) and deliver to the beneficial owner such "prevalidated" Ballot, along with the Disclosure Statement (including as an exhibit, the Plan), and other materials requested to be forwarded. The beneficial owner should complete Items 2 and 3 of that Ballot and return the completed Ballot to The Altman Group Inc. so as to be received before the Voting Deadline.

OR

- b. For any Equity Interest Ballots you do not "prevalidate":

Deliver the Ballot to the beneficial owner, along with the Disclosure Statement (including as an exhibit, the Plan), and other materials requested to be forwarded, and take the necessary actions to enable such beneficial owner to (i) complete and execute such Ballot voting to accept or reject the Plan, and (ii) return the complete, executed Ballot to you in sufficient time to enable you to complete the Master Ballot and deliver it to The Altman Group Inc. before the Voting Deadline; and

With respect to all Ballots returned to you, you must properly complete the Master Ballot as follows:

- i. Check the appropriate box in Item 1 on the Master Ballot;
- ii. Indicate the votes to accept or reject the Plan in Items 2 and 3 of this Master Ballot, as transmitted to you by the beneficial owners of Impath's common stock as of January 19, 2005. **IMPORTANT: BENEFICIAL OWNERS MAY NOT SPLIT THEIR VOTES. EACH BENEFICIAL OWNER MUST VOTE ALL HIS, HER, OR ITS EQUITY INTERESTS, WHETHER OR**

NOT SUCH OWNER HOLDS EQUITY INTERESTS, EITHER TO ACCEPT OR REJECT THE PLAN. IF ANY BENEFICIAL OWNER HAS ATTEMPTED TO SPLIT SUCH VOTE, PLEASE DO NOT COUNT THE BALLOT AND CONTACT THE ALTMAN GROUP, INC.

IMMEDIATELY. Any Ballot which is validly executed but which does not indicate acceptance or rejection of the Plan by the indicated beneficial owner should not be counted as an acceptance;

- iii. Item 3 of the Master Ballot requests that you transcribe information or attach a schedule to the Master Ballot in the indicated format providing information for each individual beneficial owner of Impath's common stock as of January 19, 2005 on whose behalf you are executing this Master Ballot. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner, or if no such customer account number exists, please assign a number to each account (making sure to retain a separate list of each beneficial owner and the assigned number);
- iv. Review the certifications in Items 3, 4 and 5 of the Master Ballot;
- v. Sign and date the Master Ballot, and provide the remaining information requested;
- vi. If additional space is required to respond to any item on the Master Ballot, please use additional sheets of paper clearly marked to indicate the applicable Item of the Master Ballot to which you are responding;
- vii. Return the completed Master Ballot to The Altman Group, Inc. at the address set forth above; and
- viii. Deliver the completed executed Master Ballot so as to be actually *received* by The Altman Group, Inc. before the Voting Deadline. For each completed, executed Ballot returned to you by a beneficial owner, you must retain such Ballots in your files for one year following the effective date of the Plan.

PLEASE NOTE:

No fees, commissions or other remuneration will be payable to any broker, dealer, or other person for soliciting votes on the Plan.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR THE VOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS.