

**United States Bankruptcy Court
 District of Massachusetts**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): ViviSource Laboratories, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) /Complete EIN (if more than one, state all): 20-0447687	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) /Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, State & Zip Code): 830 Winter Street Waltham, MA	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
ZIPCODE 02451	ZIPCODE
County of Residence or of the Principal Place of Business: Middlesex	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address)	Mailing Address of Joint Debtor (if different from street address):
ZIPCODE	ZIPCODE

Location of Principal Assets of Business Debtor (if different from street address above):

ZIPCODE

<p align="center">Type of Debtor (Form of Organization) (Check one box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p> <hr/> <p align="center">Chapter 15 Debtor</p> <p>Country of debtor's center of main interests: _____</p> <p>Each country in which a foreign proceeding by, regarding, or against debtor is pending: _____</p>	<p align="center">Nature of Business (Check one box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <hr/> <p align="center">Tax-Exempt Entity (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p align="center">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</p> <table style="width:100%; border: none;"> <tr> <td><input type="checkbox"/> Chapter 7</td> <td><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</td> </tr> <tr> <td><input checked="" type="checkbox"/> Chapter 11</td> <td><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</td> </tr> <tr> <td><input type="checkbox"/> Chapter 12</td> <td></td> </tr> <tr> <td><input type="checkbox"/> Chapter 13</td> <td></td> </tr> </table> <hr/> <p align="center">Nature of Debts (Check one box.)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>	<input type="checkbox"/> Chapter 7	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding	<input checked="" type="checkbox"/> Chapter 11	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	<input type="checkbox"/> Chapter 12		<input type="checkbox"/> Chapter 13	
<input type="checkbox"/> Chapter 7	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding									
<input checked="" type="checkbox"/> Chapter 11	<input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding									
<input type="checkbox"/> Chapter 12										
<input type="checkbox"/> Chapter 13										

<p align="center">Filing Fee (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>	<p align="center">Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>).</p> <p>-----</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p>
--	---

<p>Statistical/Administrative Information</p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p>	<p>THIS SPACE IS FOR COURT USE ONLY</p>																				
<p>Estimated Number of Creditors</p> <table style="width:100%; border: none;"> <tr> <td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td><td>50-99</td><td>100-199</td><td>200-999</td><td>1,000-5,000</td><td>5,001-10,000</td><td>10,001-25,000</td><td>25,001-50,000</td><td>50,001-100,000</td><td>Over 100,000</td> </tr> </table>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000	
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000												
<p>Estimated Assets</p> <table style="width:100%; border: none;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1 million to \$10 million</td><td>\$10 million to \$50 million</td><td>\$50 million to \$100 million</td><td>\$100 million to \$500 million</td><td>\$500,000,001 to \$1 billion</td><td>More than \$1 billion</td> </tr> </table>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1 million to \$10 million	\$10 million to \$50 million	\$50 million to \$100 million	\$100 million to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1 million to \$10 million	\$10 million to \$50 million	\$50 million to \$100 million	\$100 million to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion												
<p>Estimated Liabilities</p> <table style="width:100%; border: none;"> <tr> <td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input checked="" type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td><td>\$50,001 to \$100,000</td><td>\$100,001 to \$500,000</td><td>\$500,001 to \$1 million</td><td>\$1 million to \$10 million</td><td>\$10 million to \$50 million</td><td>\$50 million to \$100 million</td><td>\$100 million to \$500 million</td><td>\$500,000,001 to \$1 billion</td><td>More than \$1 billion</td> </tr> </table>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1 million to \$10 million	\$10 million to \$50 million	\$50 million to \$100 million	\$100 million to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1 million to \$10 million	\$10 million to \$50 million	\$50 million to \$100 million	\$100 million to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion												

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): ViviSource Laboratories, Inc.
---	--

All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: None	Case Number:	Date Filed:
--------------------------------------	--------------	-------------

Location Where Filed:	Case Number:	Date Filed:
--------------------------	--------------	-------------

Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: None	Case Number:	Date Filed:
--------------------------------	--------------	-------------

District:	Relationship:	Judge:
-----------	---------------	--------

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p style="text-align: center;">X _____ Signature of Attorney for Debtor(s) Date</p>
---	--

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.
 No

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached a made a part of this petition.

Information Regarding the Debtor - Venue
(Check any applicable box.)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
(Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

ViviSource Laboratories, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under Chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ William V. Sopp

Signature of Attorney for Debtor(s)

William V. Sopp BBO #544265
Burns & Levinson LLP
125 Summer Street
Boston, MA 02110
Fax: (617) 345-3299
wsopp@burnslev.com

October 31, 2012

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Petition Preparer

I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); and 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security Number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Andrew M. Slee

Signature of Authorized Individual

Andrew M. Slee
Printed Name of Authorized Individual

Chief Executive Officer
Title of Authorized Individual

October 31, 2012

Date

X _____
Signature

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

VIVISOURCE LABORATORIES, INC.

WRITTEN CONSENT OF BOARD OF DIRECTORS

October 31, 2012

The undersigned, being the all of the directors of ViviSource Laboratories, Inc., a Massachusetts Corporation (the "Corporation"), do hereby take, pursuant to Section 8.21 of the Massachusetts Business Corporation Act, M.G.L. Chapter 156D, the following actions by unanimous written consent and without a meeting:

VOTED: That after review, due discussion and deliberation, the Board of Directors of the Corporation has deemed it in the best interest of the Corporation to file with the U.S. Bankruptcy Court, for the District of Massachusetts (Eastern Division) a voluntary petition seeking relief under Chapter 11 of the United States Bankruptcy Code, and that the Chief Executive Officer of the Corporation, Andrew Slee (the "Authorized Officer") is hereby authorized on behalf of the Corporation to execute and file any required documents, affidavits or petitions, to effect these Chapter 11 Proceedings;

VOTED: The Authorized Officer be and hereby is authorized and directed to: (i) prepare and file on behalf of the Corporation a petition for relief under Chapter 11 of the Bankruptcy Code, (ii) execute on behalf of the Corporation such petition, schedules and statement as the Authorized Officer may deem necessary or appropriate in connection therewith, (iii) cause the Corporation to perform its functions and duties as a debtor in possession pursuant to the applicable provisions of the Bankruptcy Code, (iv) to take such steps on behalf of the Corporation as may be necessary and appropriate to the Corporation's reorganization effort (including, without limitation, the sale or other disposition of property other than in the ordinary course of business), (v) prepare and propose to creditors such plan as the Authorized Officer may deem to be feasible and in the best interests of the Corporation, (vi) file any pleadings appropriate or necessary for the Corporation to seek relief under any other chapter of the Bankruptcy Code, and (vii) execute such further documents and do such further acts as the Authorized Officer may deem necessary or appropriate with respect to the foregoing, including the delegation of such foregoing authority to other officers and employees of the Corporation; the execution of any document or the doing of any act by the Authorized Officer in connection with such proceedings to be conclusively presumed to be authorized by this written consent;

VOTED: That, subject to the approval of the Court having jurisdiction of the Corporation's Chapter 11 case, the Corporation, as debtor in possession or otherwise, employ as its bankruptcy counsel the law firm of Burns & Levinson LLP, and that the Corporation compensate such counsel at its standard hourly rates, subject to any power of said Court to determine

their reasonable compensation and reimbursement of expenses, and to pay a retainer in connection therewith; and that the Authorized Officer is hereby authorized to enter into such agreements as may be necessary or appropriate to effect such retention;


VOTED: That the Authorized Officer of the Corporation be, and hereby is, authorized in the name and on behalf of the Corporation, to do any and all such further acts and things as to execute and deliver any and all such other documents, and any instruments and certificates as he may deem necessary, convenient or desirable to effectuate the purposes and carry out the actions hereinbefore set forth.

VOTED: That all acts of the officers of the Corporation or of any person or persons designated and authorized to act by an officer of the Corporation, which acts would have been authorized by any foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, be, and hereby are, severally ratified, confirmed, approved and adopted in all respects as acts in the name and on behalf of the Corporation.


[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have executed this Consent to be effective as of the date first written above.

DIRECTORS OF
VIVISOURCE LABORATORIES, INC.



Andrew M. Slee



Steve Saraceni

IN RE:

Case No. _____

ViviSource Laboratories, Inc.

Chapter 11

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
Alexandria Real Estate C/O Mickelson Barnett, P.C. 30 Cornell Street New Bedford, MA 02740	James "Ted" Hoyt, Esq. (508) 993-8800	Judgment Creditor		4,849,073.24
ProTecs, LLC 5110 Campus Drive, Suite 110 Plymouth Meeting, PA 19462	Christopher R. DiPaolo (610) 941-1001	Judgment Creditor		455,000.00
Intercontinental Fund III PO Box 984001 Boston, MA 02298-4001	(617) 254-7463	Lease		405,117.63
Sarasource 43 Forest Park Ave North Billerica, MA 01862-1331	Steve C Saraceni (978) 670-2936	Note Payable		245,018.59
Myopia Trust 40 Massachusetts Avenue Arlington, MA 02474-8621	Dirk Casagrande (781) 648-3630	Lease		135,000.00
Hansa Realty Trust 40 Massachusetts Avenue Arlington, MA 02474-8621	Dirk Casagrande (781) 648-3630	Lease		73,305.40
Harlan Laboratories, Inc. 3565 Paysphere Circle Chicago, IL 60674	(317) 806-6080	Trade debt		37,344.02
Charles River Laboratories, Inc. Box 27812 New York, NY 10087-7812	(800) 441-3550	Trade debt		34,778.65
Parker Poe Adams & Bernstein, LLP 401 S. Tryon Street, Suite 3000 Charlotte, NC 28202-1942	Cameron MacConnachie (704) 374-2979	Legal services		31,111.05
Sherin and Lodgen LLP 101 Federal Street Boston, MA 02110	Rex Mecker (617) 646-2000	Legal services		27,976.69
Fred Williams, Inc. 320 Libbey Industrial Parkway Weymouth, MA 02189	(781) 961-1500	Vendor		12,647.86
PharmaServ, Inc. 223 Arlington St Framingham, MA 01702	Susanne (508) 405-4412	Trade debt		11,414.50
Ricasan Histology Consultants, LLC 111 Shawsheen Rd. Andover, MA 01810	(978) 886-7070	Trade debt		9,450.00
ACE USA Dept. CH 14089 Palatine, IL 60055-4089	(877) 490-7427	Insurance		7,793.00

Frank A. Smith III & Associates, P.C. 11 Beacon Street, Suite 1200 Boston, MA 02108	Frank A. Smith (617) 723-3273	Legal services	7,650.00
Total MRO, LLC 1 Shoreline Dr - Unit 3 Guilford, CT 06437	(203) 453-3088	Trade debt	7,634.21
Travelers Insurance One Tower Square Hartford, CT 06183		Insurance	7,300.00
Labex of MA, Inc. 100 Grove St Worcester, MA 01605	Ed Russo (508) 755-2243	Equipment	6,025.00
CESCO (Cox Engineering Service Company) PO Box 150 Stoughton, MA 02072-0150	(781) 302-3400	Vendor	5,557.66
Hughes Commercial Cleaning PO BOX 2730 Acton, MA 01720	Sean Hughes (603) 479-4909	Vendor	5,360.00

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, [the president *or* other officer *or* an authorized agent of the corporation][*or* a member *or* an authorized agent of the partnership] named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: October 31, 2012 Signature: /s/ Andrew M. Slee

Andrew M. Slee, Chief Executive Officer

(Print Name and Title)

IN RE:

Case No. _____

ViviSource Laboratories, Inc.

Chapter 11

Debtor(s)

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept \$ 535.00/hr
Prior to the filing of this statement I have received \$ 30,000.00
Balance Due \$

- 2. The source of the compensation paid to me was: [X] Debtor [] Other (specify):
3. The source of compensation to be paid to me is: [X] Debtor [] Other (specify):
4. [X] I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
[] I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.
5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
e. [Other provisions as needed]

Terms shall be as agreed to in client engagement agreement, dated October 19, 2012.

6. By agreement with the debtor(s), the above disclosed fee does not include the following services:

© 1993-2011 EZ-Filing, Inc. [1-800-998-2424] - Forms Software Only

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

October 31, 2012

Date

/s/ William V. Sopp

William V. Sopp BBO #544265
Burns & Levinson LLP
125 Summer Street
Boston, MA 02110
Fax: (617) 345-3299
wsopp@burnslev.com

UNITED STATES BANKRUPTCY COURT
District of Massachusetts
(Eastern Division)

In re:
ViviSource Laboratories, Inc.,
Debtor

Case No: 12-_____
Chapter 11


DECLARATION RE ELECTRONIC FILING

PART I- DECLARATION

I, Andrew M. Slee, hereby declare under penalty of perjury that all of the information contained in the Voluntary Petition of ViviSource Laboratories, Inc. and its accompanying documents, (collectively, the "Document"), filed electronically, is true and correct. I understand that this DECLARATION is to be filed with the Clerk of Court electronically concurrently with the electronic filing of the Document. I understand that failure to file this DECLARATION may cause the Document to be struck and any request contained or relying thereon to be denied, without further notice.

I further understand that, pursuant to the Massachusetts Electronic Filing Local Rule (MEFR) 7(b), all paper documents containing original signatures executed under the penalties of perjury and filed electronically with the Court are the property of the bankruptcy estate and shall be maintained by the authorized CM/ECF Registered User for a period of five (5) years after the closing of this case.

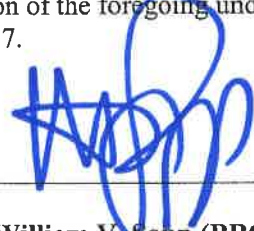
Dated: October 31, 2012



Andrew M. Slee,
President, ViviSource Laboratories, Inc.

PART II - DECLARATION OF ATTORNEY (IF AFFIANT IS REPRESENTED BY COUNSEL)

I certify that the affiant signed this form before I submitted the Document, I gave the affiant a copy of the Document and this DECLARATION, and I have followed all other electronic filing requirements currently established by local rule and standing order. This DECLARATION is based on all information of which I have knowledge and my signature below constitutes my certification of the foregoing under Fed. R. Bankr. P. 9011. I have reviewed and will comply with the provisions of MEFR 7.



William V. Sopp (BBO #544265)
Burns & Levinson LLP
125 Summer Street
Boston, MA 02110
(617) 345-3000
(617) 345-3299 fax
wsopp@burnslev.com