

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

GRACEWAY PHARMACEUTICALS, LLC,  
*et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 11-13036 (PJW)

Jointly Administered

Hearing Date: March 16, 2012 at 9:30 a.m. (ET)

Objection Deadline: February 28, 2012 at 4:00 p.m. (ET)

**MOTION OF GSW ADVERTISING, LLC FOR ALLOWANCE AND PAYMENT OF  
ADMINISTRATIVE EXPENSE CLAIM PURSUANT TO 11 U.S.C. § 503(b)**

GSW Advertising, LLC ("GSW"), by and through its undersigned counsel, hereby moves (the "Motion") pursuant to sections 503(b) of title 11 of the United States Code (the "Bankruptcy Code") for the entry of an order (i) allowing GSW an administrative expense claim against Graceway Pharmaceuticals, LLC in the above-captioned case ("Graceway") and (ii) directing Graceway to pay the amount of the administrative expense claim to GSW. In support of the Motion, GSW respectfully states as follows:

**JURISDICTION**

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157(b) and 1334(b). This is a core proceeding under 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicate for the relief sought herein is 11 U.S.C. § 503(b).

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175); Graceway Holdings, LLC, a Delaware limited liability company (2502); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385); Chester Valley Holdings, LLC, a Delaware limited liability company (9457); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713); Graceway Canada Holdings, Inc., a Delaware corporation (6663); and Graceway International, Inc., a Delaware corporation (2399). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620 (Attn: John Bellamy).

RECEIVED

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BMC GROUP

Graceway Pharmaceuticals LLC



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## **BACKGROUND**

3. On September 29, 2011 (the "Petition Date"), Graceway and its affiliated debtors (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are continuing in possession of their respective properties pursuant to sections 1107 and 1108 of the Bankruptcy Code. On September 30, 2011, the Court entered an order consolidating the Debtors' cases for procedural purposes only [D.I. 42], and on October 11, 2011, the Office of the United States Trustee appointed an official committee of unsecured creditors pursuant to 11 U.S.C. § 1102. [D.I. 90].

4. Both prior to and following the Petition Date, GSW provided advertising and marketing services to Graceway pursuant to a Project Estimate Contract dated April 12, 2011, signed by both GSW and Graceway (the "Agreement"). *See Declaration of Mark Frank in Support of Motion of GSW Advertising, LLC For Allowance and Payment of Administrative Expense Claim Pursuant to 11 U.S.C. § 503(b)* (attached hereto as **Exhibit A**, the "Declaration") at ¶ 3. Pursuant to the Agreement, GSW agreed to provide, and did provide, assistance to Graceway in preparing a new website for Zyclara Cream (the "Services"). Declaration at ¶ 3. The preparation of the website continued during the Graceway bankruptcy. Declaration at ¶ 4. Prior to the Petition Date, GSW provided services in the amount of \$88,050 and billed \$3,986.63 in out-of-pocket expenses. After the Petition Date, GSW provided an additional \$11,925.00 worth of services and incurred \$162.50 in additional out-of-pocket expenses, for a total amount due of \$12,087.50 (the "GSW Administrative Expense Claim"). Declaration at ¶ 4.

### **RELIEF REQUESTED**

5. GSW respectfully requests that the Court enter an order (a) allowing the GSW Administrative Expense Claim; and (b) directing Graceway to pay to GSW the amount of the GSW Administrative Expense Claim.

### **BASIS FOR RELIEF REQUESTED**

6. GSW is entitled to the allowance of an administrative claim in the amount of \$12,087.50 pursuant to section 503 of the Bankruptcy Code that provides, in relevant part:

(b) After notice and a hearing, there shall be allowed administrative expenses, other than claims allowed under section 502(f) of this title, including—

(1)(A) the actual, necessary costs and expenses of preserving the estate . . .

11 U.S.C. § 503(b)(1)(A). “Under [11 U.S.C.] § 507, certain categories of expenses and claims enjoy priority. Administrative expenses allowed under § 503(b) receive first priority in the distribution of the assets of the debtor’s estate.” *Former Emp. of Builders Square Retail Stores v. Hechinger Inv. Co. of Del. (In re Hechinger Inv. Co. of Del.)*, 298 F.3d 219, 224 (3d Cir. 2002). “One of the main policies underlying section 503(b)(1)(A) is to provide an incentive for creditors and others to continue or commence doing business with an insolvent entity.” *In re Summit Metals, Inc.*, 379 B.R. 40, 56–57 (Bankr. D. Del. 2007) (quoting 4 *Collier on Bankruptcy* ¶ 503.06[2] (Alan N. Resnick et al. eds., 15th ed. rev., 2006)).

7. “For a claim in its entirety to be entitled to . . . priority under § 503(b)(1)(A)[i], the debt must arise from a transaction with the debtor-in-possession and the consideration supporting the claimant’s right to payment must be beneficial to the debtor-in-possession in the operation of the business.” *In re Bernard Tech., Inc.*, 342 B.R. 174, 177 (Bankr. D. Del. 2007) (quoting *Calpine Corp. v. O’Brien Env’tl Energy, Inc. (In re O’Brien*

*Env't Energy, Inc.*), 181 F.3d 527, 532–33 (3d Cir. 1999)). Further, the costs and fees for which administrative expense priority is sought must have provided an actual benefit to the estate, and have been necessary to preserve the value of estate assets. *Id.* Indeed, “[i]f the debtor-in-possession elects to continue to receive benefits from the other party to an executory contract pending a decision to reject or assume a contract, the debtor-in-possession is obligated to pay for the reasonable value of those services.” *NLRB v. Bildisco & Bildisco*, 465 U.S. 513, 531 (1984) (noting that the reasonable value of those services often is the amount specified in the applicable contract).

8. By continuing to provide the Services post-petition, GSW benefited the Debtors’ estates. GSW’s services allowed Graceway to continue to develop the Zyclara Cream website. The costs incurred by GSW in continuing to develop the website were actual and necessary for the estates. At this point and due to services rendered post-petition, the website is ready for review by the legal and medical regulatory team of Graceway and/or the buyer, Medicis Pharmaceutical Corporation. Declaration at ¶ 5. The Services preserved the estates by allowing for the marketing of Graceway’s Zyclara product on the website, which, once the website is launched, will then be able to generate funds through sales that can be used to pay creditors. Declaration at ¶ 6.

#### **NO PRIOR REQUEST**

9. GSW has not made a previous application for the relief requested herein to this or any other Court.

#### **NOTICE**

10. Notice of this Motion will be given to: (i) counsel to the Debtors; (ii) the Office of the United States Trustee for the District of Delaware; (iii) counsel for the Official

Committee of Unsecured Creditors; and (iv) all parties that have requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure. GSW submits that no other or further notice of this Motion is required.

WHEREFORE, GSW respectfully requests that this Court enter an order, substantially in the form attached hereto as **Exhibit B**, (a) allowing the GSW Administrative Expense Claim as an administrative expense in the amount of \$12,087.50 under section 503(b) of the Bankruptcy Code, (b) directing Graceway to pay to GSW the amount of the GSW Administrative Expense Claim; and (c) granting GSW such other and further relief as the Court deems just and proper.

Dated: February 14, 2012  
Wilmington, DE

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

*/s/ Erin R. Fay*

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

In re:

GRACEWAY PHARMACEUTICALS, LLC,  
*et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 11-13036 (PJW)

Jointly Administered

Hearing Date: March 16, 2012 at 9:30 a.m. (ET)

Objection Deadline: February 28, 2012 at 4:00 p.m. (ET)

**NOTICE OF MOTION OF GSW ADVERTISING, LLC FOR ALLOWANCE  
AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM  
PURSUANT TO 11 U.S.C. § 503(b)**

PLEASE TAKE NOTICE that GSW Advertising, LLC (“GSW”), by and through its undersigned counsel, has today filed and served the attached Motion of GSW Advertising, LLC For Allowance and Payment of Administrative Expense Claim Pursuant To 11 U.S.C. § 503(b) (the “Motion”).

PLEASE TAKE FURTHER NOTICE that any party wishing to oppose the entry of an order approving the Motion must file a response or an objection to the Motion (“Objection”) with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 on or before **February 28, 2012 at 4:00 p.m. (ET)** (the “Objection Deadline”). At the same time, you must serve such Objection upon the undersigned counsel so as to be received by the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that a hearing on the Motion will be held on **March 16, 2012 at 9:30 a.m. (ET)** before the Honorable Peter J. Walsh at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Wilmington, Delaware 19801. Only parties who have filed a timely Objection will be heard at the hearing.

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175); Graceway Holdings, LLC, a Delaware limited liability company (2502); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385); Chester Valley Holdings, LLC, a Delaware limited liability company (9457); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713); Graceway Canada Holdings, Inc., a Delaware corporation (6663); and Graceway International, Inc., a Delaware corporation (2399). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620 (Attn: John Bellamy).

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: February 14, 2012  
Wilmington, DE

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

*/s/ Erin R. Fay*

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

In re:

GRACEWAY PHARMACEUTICALS, LLC,  
*et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 11-13036 (MFW)

Jointly Administered

**DECLARATION OF MARK FRANK IN SUPPORT OF MOTION OF  
GSW ADVERTISING, LLC FOR ALLOWANCE AND PAYMENT OF  
ADMINISTRATIVE EXPENSE CLAIM PURSUANT TO 11 U.S.C. § 503(b)**

I, Mark Frank, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am over the age of eighteen years and competent to testify concerning the matters set forth herein.

2. I make this declaration in my capacity as President of the Newtown, Pennsylvania office of GSW Advertising, LLC in support of the Motion of GSW Advertising, LLC ("GSW") For Allowance And Payment Of Administrative Expense Claim Pursuant To 11 U.S.C. § 503(b) (the "Motion"). I have personal knowledge of and can verify the accuracy of the information contained herein.

3. GSW and Graceway Pharmaceuticals, LLC ("Graceway") are parties to a Project Estimate Contract dated April 12, 2011, pursuant to which GSW agreed to develop a website for Zyclara Cream (the "Agreement")<sup>2</sup>.

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175); Graceway Holdings, LLC, a Delaware limited liability company (2502); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385); Chester Valley Holdings, LLC, a Delaware limited liability company (9457); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713); Graceway Canada Holdings, Inc., a Delaware corporation (6663); and Graceway International, Inc., a Delaware corporation (2399). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620 (Attn: John Bellamy).



4. Pursuant to the terms of the Agreement, both prior to and following September 29, 2011 when Graceway and its affiliated debtors filed for relief under chapter 11 of title 11 of the United States Code, GSW provided advertising and marketing assistance to Graceway in preparing a new website for Zyclara Cream (the "Services"). Prior to the Petition Date, GSW provided services in the amount of \$88,050 and billed \$3,986.63 in out-of-pocket expenses. After the Petition Date, GSW provided an additional \$11,925.00 worth of services and incurred \$162.50 in additional out-of-pocket expenses, for a total amount due of \$12,087.50.

5. The preparation of the website continued during the Graceway bankruptcy. Due in part to the post-petition work by GSW, the website is now ready for review by the legal and medical regulatory team at either Graceway or Medicis Pharmaceutical Group.

6. The Services preserved the Graceway estate by allowing for the marketing of Graceway's Zyclara product on the website, which, once the website is launched, will then be able to generate funds through sales that can be used to pay creditors GSW is entitled to the allowance of an administrative claim in the amount of \$12,087.50. A true and accurate copy of a chart showing the out of pocket expenses incurred and the hours expended prepetition and post-petition, along with the amount charged per hour is attached hereto as Exhibit 1. Exhibit 1 shows the total post-petition amount due, including hours and out of pocket expenses, to be \$12,087.50. Attached as Exhibit 2 is a summary of all hours expended post-petition. Attached as Exhibit 3 is a summary of all out of pocket expenses incurred in performing the Services. Of those out of pocket expenses, only one (for \$162.50) was incurred post-petition.

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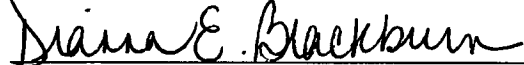
<sup>2</sup> The Agreement between Debtor and GSW is available upon request from Debtor but is not attached herewith due to the confidential nature of certain provisions contained therein. Moreover, Debtor should have a copy of this Agreement as it is a party thereto.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed on December 20 2011

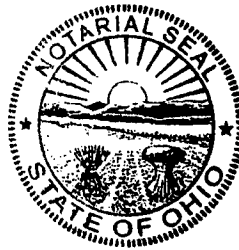
  
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Mark Frank

  
\_\_\_\_\_

Notary Public

My commission expires: 10/1/16



Dianna E. Blackburn  
Notary Public, State of Ohio  
My Commission Expires 10-01-2016

Job 49928 Zyclara External Genital Warts Website Development

Sum of hours	petition			
	month	Post-Petition	Pre-petition	Grand Total
3			2.00	2.00
4			26.00	26.00
5			82.75	82.75
6			165.25	165.25
7			53.00	53.00
8			171.50	171.50
9		15.50	86.50	102.00
10		64.00		64.00
Grand Total		79.50	587.00	666.50

150/hr is the rate for this client

	Postpetition	Prepetition
Hours *	11,925.00	88,050.00
OOP *	1,625.00	3,986.63
Totals	12,087.50	92,036.63

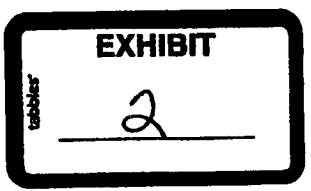
invoiced 6/9/11	55,015.00	pre-bill	paid 7/21
invoiced 7/19/11	30,000.00	pre-bill	not paid
invoiced 8/3/11	30,030.00	pre-bill	not paid
total invoiced	115,045.00		

Prepetition due to PA: 37,021.63 92k incurred less amt pd

Postpetition amount: 12,087.50 postpetition incurred



job	job name	employee	hours	function	date	month	petition	comment	ar br #	bill id	EMP BILL RATE
49928	Zydena External Genital Warts Website Development	Nehal Bhatnagar	0.25	editor	28-Sep-11	9	Post- Petition		121560	3	150
49928	Zydena External Genital Warts Website Development	Gregory Jones	1	stranga	28-Sep-11	9	Post- Petition	Email layout	121560	1	150
49928	Zydena External Genital Warts Website Development	Scott Kirk	8	dev/pr	28-Sep-11	9	Post- Petition		121560	1	150
49928	Zydena External Genital Warts Website Development	Scott Kirk	8	dev/pr	30-Sep-11	8	Post- Petition		121560	1	150
49928	Zydena External Genital Warts Website Development	Jacqueline Syner	0.25	creoco	30-Sep-11	8	Post- Petition	traffic status	121560	6	150
49928	Zydena External Genital Warts Website Development	Gregory Jones	1	stranga	03-Oct-11	10	Post- Petition	email template	122224	1	150
49928	Zydena External Genital Warts Website Development	Scott Kirk	5	dev/pr	03-Oct-11	10	Post- Petition		122224	1	150
49928	Zydena External Genital Warts Website Development	Jacqueline Syner	0.25	creoco	03-Oct-11	10	Post- Petition	traffic status	122224	3	150
49928	Zydena External Genital Warts Website Development	Scott Kirk	4	dev/pr	04-Oct-11	10	Post- Petition		122224	2	150
49928	Zydena External Genital Warts Website Development	Scott Kirk	3	dev/pr	05-Oct-11	10	Post- Petition		122224	1	150
49928	Zydena External Genital Warts Website Development	Kim Ranner	0.25	nsant	05-Oct-11	10	Post- Petition	follow up re stock	122224	3	150
49928	Zydena External Genital Warts Website Development	Nehal Bhatnagar	0.5	copy/sup	06-Oct-11	10	Post- Petition		122224	1	150
49928	Zydena External Genital Warts Website Development	Todd Hodgman	1	distnt	06-Oct-11	10	Post- Petition	QA meeting and status	122224	2	150
49928	Zydena External Genital Warts Website Development	Gregory Jones	1	stranga	06-Oct-11	10	Post- Petition	Meeting with PMG	122224	1	150
49928	Zydena External Genital Warts Website Development	Scott Kirk	4	dev/pr	06-Oct-11	10	Post- Petition		122224	1	150
49928	Zydena External Genital Warts Website Development	Curt Smith	2.5	editor	06-Oct-11	10	Post- Petition		122224	2	150
49928	Zydena External Genital Warts Website Development	Jacqueline Syner	1.5	creoco	08-Oct-11	10	Post- Petition	traffic status route	122224	4	150
49928	Zydena External Genital Warts Website Development	Bill Healey	3	sklre	07-Oct-11	10	Post- Petition	Internal Review Art	122224	2	150
49928	Zydena External Genital Warts Website Development	Curt Smith	4.75	editor	07-Oct-11	10	Post- Petition	Direction PMG	122224	2	150
49928	Zydena External Genital Warts Website Development	Bill Healey	2	editre	10-Oct-11	10	Post- Petition	Online Review	122224	1	150
49928	Zydena External Genital Warts Website Development	Jacqueline Syner	0.5	creoco	10-Oct-11	10	Post- Petition	traffic status route	122224	7	150
49928	Zydena External Genital Warts Website Development	Todd Hodgman	0.5	distnt	11-Oct-11	10	Post- Petition	QA	122224	3	150
49928	Zydena External Genital Warts Website Development	Gina Latham	2	srnt	11-Oct-11	10	Post- Petition		122224	2	150
49928	Zydena External Genital Warts Website Development	Nehal Bhatnagar	1	copy/sup	12-Oct-11	10	Post- Petition		122224	1	150
49928	Zydena External Genital Warts Website Development	Todd Hodgman	0.5	distnt	12-Oct-11	10	Post- Petition	QA	122224	4	150
49928	Zydena External Genital Warts Website Development	Gregory Jones	1.5	stranga	12-Oct-11	10	Post- Petition	review round 2 of staging	122224	2	150
49928	Zydena External Genital Warts Website Development	Scott Kirk	5	dev/pr	12-Oct-11	10	Post- Petition	tax modify charts modify product shot	122224	1	150
49928	Zydena External Genital Warts Website Development	Gina Latham	1	srnt	12-Oct-11	10	Post- Petition		122224	1	150
49928	Zydena External Genital Warts Website Development	Curt Smith	0.5	editor	12-Oct-11	10	Post- Petition		122224	1	150
49928	Zydena External Genital Warts Website Development	Jacqueline Syner	0.5	creoco	12-Oct-11	10	Post- Petition	traffic status route	122224	5	150
49928	Zydena External Genital Warts Website Development	Nehal Bhatnagar	1.5	copy/sup	13-Oct-11	10	Post- Petition	PMG coord	122224	2	150
49928	Zydena External Genital Warts Website Development	Scott Kirk	4	dev/pr	13-Oct-11	10	Post- Petition		122224	1	150
49928	Zydena External Genital Warts Website Development	Curt Smith	1.75	editor	13-Oct-11	10	Post- Petition		122224	1	150
49928	Zydena External Genital Warts Website Development	Jacqueline Syner	0.5	creoco	13-Oct-11	10	Post- Petition	traffic status route	122224	4	150
49928	Zydena External Genital Warts Website Development	Nehal Bhatnagar	1	copy/sup	14-Oct-11	10	Post- Petition		122224	1	150
49928	Zydena External Genital Warts Website Development	Bill Healey	1	define	14-Oct-11	10	Post- Petition	2nd Online Review	122224	1	150
49928	Zydena External Genital Warts Website Development	Todd Hodgman	0.75	distnt	14-Oct-11	10	Post- Petition	review of site and e mail	122224	2	150
49928	Zydena External Genital Warts Website Development	Scott Kirk	4	dev/pr	14-Oct-11	10	Post- Petition		122224	1	150



49228	Zydara External Gender Warrs Website Development	Todd Hodgman	0.75 ds/hrst	17-Oct-11	10	Post- Petition	CAA with Scott Klink	122224	3	150
49228	Zydara External Gender Warrs Website Development	Nathaniel Hyas	1 ds/sup	21-Oct-11	10	Post- Petition		122224	1	150
49228	Zydara External Gender Warrs Website Development	Todd Hodgman	0.5 ds/hrst	24-Oct-11	10	Post- QA		122224	2	150
49228	Zydara External Gender Warrs Website Development	Todd Hodgman	0.5 ds/hrst	27-Oct-11	10	Post- Petition		122224	3	150



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

In re:

GRACEWAY PHARMACEUTICALS, LLC,  
*et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 11-13036 (PJW)

Jointly Administered

**ORDER ALLOWING AND AUTHORIZING PAYMENT OF  
ADMINISTRATIVE EXPENSE CLAIM OF GSW ADVERTISING, LLC  
PURSUANT TO 11 U.S.C. § 503(b)**

This matter having come before the Court upon the Motion Of GSW Advertising, LLC (“GSW”) for Allowance and Payment of Administrative Expense Claim Pursuant to 11 U.S.C. § 503(b) (the “Motion”),<sup>2</sup> and the Court finding that (i) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) venue of these cases and the Motion are proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; (iv) notice of the Motion and the hearing was sufficient under the circumstances; and (v) upon the record herein, and after due deliberation, good and sufficient cause exists for the relief requested;

**IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED;

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175); Graceway Holdings, LLC, a Delaware limited liability company (2502); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385); Chester Valley Holdings, LLC, a Delaware limited liability company (9457); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713); Graceway Canada Holdings, Inc., a Delaware corporation (6663); and Graceway International, Inc., a Delaware corporation (2399). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620 (Attn: John Bellamy).

<sup>2</sup> Undefined capitalized terms used herein shall have the meanings ascribed to them in the Motion.

2. GSW is hereby allowed an administrative expense claim under section 503(b) of the Bankruptcy Code in the amount of \$12,087.50 (the "GSW Administrative Expense Claim").

3. Graceway shall pay to GSW the amount of \$12,087.50 on account of the GSW Administrative Expense Claim, as an administrative expense claim pursuant to 11 U.S.C. § 503(b).

4. The Court shall retain jurisdiction with respect to all matters arising out of or related to the implementation of this Order.

Dated: \_\_\_\_\_, 2012  
Wilmington, Delaware

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THE HONORABLE PETER J. WALSH  
UNITED STATES BANKRUPTCY COURT JUDGE



**CERTIFICATE OF SERVICE**

I, Erin R. Fay, certify that I am not less than 18 years of age, and that service of the foregoing **Motion of GSW Advertising, LLC for Allowance and Payment of Administrative Expenses Claim Pursuant to 11 U.S.C. § 503(b)** was caused to be made on February 14, 2012, in the manner indicated upon the entities identified on the attached service list.

Date: February 14, 2012

*/s/ Erin R. Fay*  
Erin R. Fay (No. 5268)



**Via Hand Delivery**

STEVENS & LEE PC  
JOHN D DEMMY ESQ  
1105 N MARKET STREET  
7TH FLOOR  
WILMINGTON, DE 19801

ELLIOTT GREENLEAF  
R ZAHRALDDIN-ARAVENA / S KINSELLA  
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