

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

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In re: :
: Chapter 11
Graceway Pharmaceuticals, LLC, *et al.*,¹ :
: Case No. 11-13036 (PJW)
Debtors. :
: (Jointly Administered)
: :
-----x Re D.I.s: 1048 and 1054

**CERTIFICATION OF COUNSEL REGARDING
ORDER CLARIFYING THE CONFIRMATION ORDER**

The undersigned hereby certifies as follows:

1. On August 21, 2014, Kip Horton, in his capacity as liquidating trustee of the Graceway Liquidating Trust (the “**Liquidating Trustee**”), by and through undersigned counsel, filed the *Motion of the Liquidating Trustee for Clarification of Confirmation Order and Authority Granted Under Liquidating Trust Agreement* [Docket No. 1048] (the “**Clarification Motion**”).

2. On September 11, 2014, Deutsche Bank Trust Company Americas as Administrative Agent and Collateral Agent for Certain Second Lien Lenders (the “**Second Lien Agent**”) filed the *Response and Reservation of Rights of Deutsche Bank Trust Company*

¹ 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), Case No. 11-13037 (PJW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (PJW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (PJW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (PJW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (PJW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (PJW); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (PJW). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 400, Bristol, TN 37620 (Attn: John Bellamy). On October 4, 2011, Graceway Canada Company filed an application in the Ontario Superior Court of Justice (Commercial List) pursuant to the *Courts of Justice Act*, R.S.O. 1990, c. C.43.

*Americas as Administrative Agent and Collateral Agent for Certain Second Lien Lenders Regarding (I) Motion of the Liquidating Trustee for Approval of Schedule of Unsecured Claims and (II) Motion of the Liquidating Trustee for Clarification of Confirmation Order and Authority Granted Under Liquidating Trust Agreement [Docket No. 1054] (the “**Second Lien Response**”).*

3. Since that time, the Liquidating Trustee and the Second Lien Agent were able to resolve the issues raised in the Second Lien Response with regard to the Clarification Motion. Attached hereto as Exhibit A and Exhibit B, respectively are clean and redline copies of the *Order Clarifying the Confirmation Order* (the “**Clarification Order**”), reflecting the resolution reached between the Liquidating Trustee and the Second Lien Agent.

4. WHEREFORE, the Liquidating Trustee respectfully requests that the Court enter the Clarification Order at its earliest convenience.

Dated: September 16, 2014
Wilmington, Delaware

Respectfully submitted,

/s/ Stuart M. Brown

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