

**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

**NOTICE OF SECOND AMENDED<sup>2</sup> AGENDA OF MATTERS SCHEDULED  
FOR HEARING ON OCTOBER 17, 2011 AT 1:30 P.M. (ET)<sup>3</sup>**

**ADJOURNED MATTER**

1. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to Utilize Cash Collateral Pursuant to 11 U.S.C. § 363; (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362 and 363; (III) Authorizing Debtors to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 364 and (IV) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(B) [D.I. 15; 9/29/11]

Related Documents:

- a) Interim Order (I) Authorizing Debtors to Utilize Cash Collateral Pursuant to 11 U.S.C. § 363; (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362 and 363; (III) Authorizing Debtors to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 364 and (IV) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001 [D.I. 52; 9/30/11]
- b) Omnibus Notice of Pleadings and Hearing Thereon [D.I. 54; 9/30/11]

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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), 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 500, Bristol, TN 37620 (Attn: John Bellamy).

<sup>2</sup> **Amended items appear in bold.**

<sup>3</sup> Please note that at the direction of the Court, and pursuant to the notice filed at Docket No. 84, the hearing time has been rescheduled from 4:00 p.m. (ET) to 1:30 p.m. (ET).

- c) Amended Omnibus Notice of Pleadings and Hearing Thereon [D.I. 64; 10/3/11]
- d) Notice of Rescheduled Hearing Time [D.I. 84; 10/10/11]
- e) Notice of Rescheduled Hearing [D.I. 91; 10/12/11]

Objection Deadline: October 13, 2011 at 12:00 p.m. **[Extended for the Committee to October 18, 2011 at 9:00 a.m.]**

Objections/Responses Received: None to date.

Status: This matter has been continued to October 21, 2011 at 9:30 a.m.

### **MATTERS GOING FORWARD**

- 2. Debtors' Motion for the Entry of an Order (A) Authorizing, but Not Directing, the Debtors to Remit and Pay Certain Taxes and Fees and (B) Authorizing and Directing Banks and Other Financial Institutions to Honor Related Checks and Electronic Payment Requests [D.I. 8; 9/29/11]

Related Documents:

- a) Interim Order (A) Authorizing, but Not Directing, the Debtors to Remit and Pay Certain Taxes and Fees and (B) Authorizing and Directing Banks and Other Financial Institutions to Honor Related Checks and Electronic Payment Requests [D.I. 46; 9/30/11]
- b) Omnibus Notice of Pleadings and Hearing Thereon [D.I. 54; 9/30/11]
- c) Amended Omnibus Notice of Pleadings and Hearing Thereon [D.I. 64; 10/3/11]
- d) Notice of Rescheduled Hearing Time [D.I. 84; 10/10/11]

Objection Deadline: October 13, 2011 at 12:00 p.m. [Extended for the Committee and U.S. Trustee to October 14, 2011 at 9:00 a.m.]

Objections/Responses Received:

- e) Informal comments from the U.S. Trustee

Status: As of the date hereof, no formal objections have been filed. The Debtors have incorporated informal comments from the United States Trustee. This matter is going forward.

3. Motion of the Debtors for Entry of Interim and Final Orders Pursuant to U.S.C. §§ 105(a) and 366 (I) Prohibiting Utility Providers from Discontinuing, Altering or Refusing Utility Services, (II) Deeming Utility Providers Adequately Assured of Future Performance and (III) Establishing Procedures for Determining Adequate Assurance of Payment [D.I. 10; 9/29/11]

Related Documents:

- a) Interim Order Pursuant to U.S.C. §§ 105(a) and 366 (I) Prohibiting Utility Providers from Discontinuing, Altering or Refusing Utility Services, (II) Deeming Utility Providers Adequately Assured of Future Performance and (III) Establishing Procedures for Determining Adequate Assurance of Payment [D.I. 48; 9/30/11]
- b) Omnibus Notice of Pleadings and Hearing Thereon [D.I. 54; 9/30/11]
- c) Amended Omnibus Notice of Pleadings and Hearing Thereon [D.I. 64; 10/3/11]
- d) Notice of Rescheduled Hearing Time [D.I. 84; 10/10/11]

Objection Deadline: October 13, 2011 at 12:00 p.m. [Extended for the Committee and U.S. Trustee to October 14, 2011 at 9:00 a.m.]

Objections/Responses Received:

- e) Informal comments from the U.S. Trustee

Status: As of the date hereof, no formal objections have been filed. The Debtors have incorporated informal comments from the United States Trustee. This matter is going forward.

4. Debtors' Motion for Interim and Final Orders (I) Authorizing, but Not Directing, the Debtors to (A) Pay Prepetition Employee Obligations, (B) Continue Employee Benefit Plans and Programs Postpetition, and (C) Honor Workers' Compensation Obligations; (II) Confirming that Debtors Are Able to Pay Withholding and Payroll-Related Taxes and; (III) Directing All Banks to Honor Prepetition Checks for Payment of Employee Obligations [D.I. 11; 9/29/11]

Related Documents:

- a) Interim Order (I) Authorizing, but Not Directing, the Debtors to (A) Pay Prepetition Employee Obligations, (B) Continue Employee Benefit Plans and Programs Postpetition, and (C) Honor Workers' Compensation Obligations; (II) Confirming that Debtors Are Able to Pay Withholding and Payroll-Related Taxes and; (III) Directing All Banks to Honor

Prepetition Checks for Payment of Employee Obligations [D.I. 49; 9/30/11]

- b) Omnibus Notice of Pleadings and Hearing Thereon [D.I. 54; 9/30/11]
- c) Amended Omnibus Notice of Pleadings and Hearing Thereon [D.I. 64; 10/3/11]
- d) Notice of Rescheduled Hearing Time [D.I. 84; 10/10/11]

Objection Deadline: October 13, 2011 at 12:00 p.m. [Extended for the Committee and U.S. Trustee to October 14, 2011 at 9:00 a.m.]

Objections/Responses Received:

- e) Informal comments from the U.S. Trustee

Status: As of the date hereof, no formal objections have been filed. The Debtors are working to incorporate informal comments from the United States Trustee. This matter is going forward.

5. Debtors' Motion for Entry of (I) An Order Approving and Authorizing (A) Bidding Procedures in Connection with the Sale of Certain Assets of the Debtors, (B) Stalking Horse Bid Protections, (C) The Form and Manner of Notice of the Sale Hearing and (D) Other Related Relief; and (II) An Order Authorizing (A) The Sale of Certain Assets of the Debtors Free and Clear of All Claims, Liens, Liabilities, Rights, Interests and Encumbrances (B) The Debtors to Enter Into and Perform Their Obligations Under the Asset Purchase Agreement (C) The Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases and (D) Granting Related Relief [D.I. 12; 9/29/11]

Related Documents:

- a) Omnibus Notice of Pleadings and Hearing Thereon [D.I. 54; 9/30/11]
- b) Amended Omnibus Notice of Pleadings and Hearing Thereon [D.I. 64; 10/3/11]
- c) Notice of Rescheduled Hearing Time [D.I. 84; 10/10/11]
- d) Notice of Filing of Motion Record in the Matter of the Receivership of Graceway Canada Company [D.I. 95; 10/13/11]

Objection Deadline: October 10, 2011 at 4:00 p.m. [Extended for the Committee and U.S. Trustee to October 14, 2011 at 9:00 a.m.]

Objections/Responses Received:

- e) Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Order (I) Approving and Authorizing (A) Bidding Procedures in Connection with the Sale of Certain Assets of the Debtors, (B) Stalking Horse Bid Protections, (C) The Form and Manner of Notice of the Sale Hearing and (D) Other Related Relief; and (II) An Order Authorizing (A) The Sale of Certain Assets of the Debtors Free and Clear of All Claims, Liens, Liabilities, Rights, Interests and Encumbrances (B) The Debtors to Enter Into and Perform Their Obligations Under the Asset Purchase Agreement (C) The Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases and (D) Granting Related Relief [D.I. 97; 10/14/11]
- f) Informal comments for the U.S. Trustee

**Additional Pleadings:**

- g) **Notice of Filing of Blacklined Version of Proposed Bid Procedures Order, Bidding Procedures and Related Exhibits [D.I. 108; 10/14/11]**

**Status:** **The Objection filed by the Official Committee of Unsecured Creditors has been resolved and the Debtors have incorporated the informal comments from the United States Trustee and the First Lien Agent. The Committee intends to reserve certain rights related to the sale itself on the record at the hearing. This matter is going forward.**

- 6. Debtors' Motion for Interim and Final Orders Under 11 U.S.C. § 105(a) and 363 Authorizing the Debtors to Honor Certain Prepetition Obligations to Customers and to Continue Other Customer Programs [D.I. 14; 9/29/11]

**Related Documents:**

- a) Interim Order Under 11 U.S.C. § 105(a) and 363 Authorizing the Debtors to Honor Certain Prepetition Obligations to Customers and to Continue Other Customer Programs [D.I. 51; 9/30/11]
- b) Omnibus Notice of Pleadings and Hearing Thereon [D.I. 54; 9/30/11]
- c) Amended Omnibus Notice of Pleadings and Hearing Thereon [D.I. 64; 10/3/11]
- d) Notice of Rescheduled Hearing Time [D.I. 84; 10/10/11]

**Objection Deadline:** October 13, 2011 at 12:00 p.m. [Extended for the Committee and U.S. Trustee to October 14, 2011 at 9:00 a.m.]

Objections/Responses Received:

- e) Informal comments from the U.S. Trustee
- f) **Informal comments from the Committee and the First Lien Agent**

Status: As of the date hereof, no formal objections have been filed. The Debtors have incorporated informal comments from the United States Trustee, Committee and First Lien Agent. This matter is going forward.

7. Motion for Entry of an Order Establishing Exclusive Procedures for the Assertion, Resolution, and Satisfaction of Claims Asserted Pursuant to Bankruptcy Code § 503(b)(9) [D.I. 16; 9/29/11]

Related Documents:

- a) Omnibus Notice of Pleadings and Hearing Thereon [D.I. 54; 9/30/11]
- b) Amended Omnibus Notice of Pleadings and Hearing Thereon [D.I. 64; 10/3/11]
- c) Notice of Rescheduled Hearing Time [D.I. 84; 10/10/11]

Objection Deadline: October 10, 2011 at 4:00 p.m. [Extended for the Committee to October 14, 2011 at 9:00 a.m.]

Objections/Responses Received:

- d) **Informal comments from the Committee**

Status: As of the date hereof, no formal objections have been filed. This matter is going forward. Informal comments of committee incorporated.

8. Motion of the Debtors for Entry of an Order Authorizing Additional Time to File Schedules and Statements of Financial Affairs [D.I. 17; 9/29/11]

Related Documents:

- a) Omnibus Notice of Pleadings and Hearing Thereon [D.I. 54; 9/30/11]
- b) Amended Omnibus Notice of Pleadings and Hearing Thereon [D.I. 64; 10/3/11]
- c) Notice of Rescheduled Hearing Time [D.I. 84; 10/10/11]

Objection Deadline: October 10, 2011 at 4:00 p.m. [Extended for the Committee to October 14, 2011 at 9:00 a.m.]

Objections/Responses Received: None to date.

Status: As of the date hereof, no formal objections have been filed. This matter is going forward.

9. Motion of the Debtors for Authority to Retain and Compensate Professionals Used in the Ordinary Course of Business [D.I. 18; 9/29/11]

Related Documents:

- a) Omnibus Notice of Pleadings and Hearing Thereon [D.I. 54; 9/30/11]
- b) Amended Omnibus Notice of Pleadings and Hearing Thereon [D.I. 64; 10/3/11]
- c) Notice of Rescheduled Hearing Time [D.I. 84; 10/10/11]

Objection Deadline: October 10, 2011 at 4:00 p.m. [Extended for the Committee and U.S. Trustee to October 14, 2011 at 9:00 a.m.]

Objections/Responses Received:

- d) Informal comments from the U.S. Trustee

Status: As of the date hereof, no formal objections have been filed. The Debtors have to incorporated informal comments from the United States Trustee. This matter is going forward.

10. Motion of the Debtors for an Order Establishing Bar Dates for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof [D.I. 19; 9/29/11]

Related Documents:

- a) Omnibus Notice of Pleadings and Hearing Thereon [D.I. 54; 9/30/11]
- b) Amended Omnibus Notice of Pleadings and Hearing Thereon [D.I. 64; 10/3/11]
- c) Notice of Rescheduled Hearing Time [D.I. 84; 10/10/11]

Objection Deadline: October 10, 2011 at 4:00 p.m. [Extended for the Committee and U.S. Trustee to October 14, 2011 at 9:00 a.m.]

Objections/Responses Received:

- d) Informal comments from the U.S. Trustee

Status: As of the date hereof, no formal objections have been filed. The Debtors have incorporated informal comments from the United States Trustee. This matter is going forward.

- 11. Motion of the Debtors for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [D.I. 20; 9/29/11]

Related Documents:

- a) Omnibus Notice of Pleadings and Hearing Thereon [D.I. 54; 9/30/11]
- b) Amended Omnibus Notice of Pleadings and Hearing Thereon [D.I. 64; 10/3/11]
- c) Notice of Rescheduled Hearing Time [D.I. 84; 10/10/11]

Objection Deadline: October 10, 2011 at 4:00 p.m. [Extended for the Committee and U.S. Trustee to October 14, 2011 at 9:00 a.m.]

Objections/Responses Received:

- d) Informal comments from the U.S. Trustee

Status: As of the date hereof, no formal objections have been filed. The Debtors have to incorporated informal comments from the United States Trustee. This matter is going forward.

- 12. Debtors' Application for an Order Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code Authorizing the Debtors to Retain and Employ Latham & Watkins LLP as Attorneys for the Debtors *Nunc Pro Tunc* to the Petition Date [D.I. 21; 9/29/11]

Related Documents:

- a) Omnibus Notice of Pleadings and Hearing Thereon [D.I. 54; 9/30/11]
- b) Amended Omnibus Notice of Pleadings and Hearing Thereon [D.I. 64; 10/3/11]
- c) Notice of Rescheduled Hearing Time [D.I. 84; 10/10/11]

Objection Deadline: October 10, 2011 at 4:00 p.m. [Extended for the Committee and U.S. Trustee to October 14, 2011 at 9:00 a.m.]



Objections/Responses Received:

- d) Informal comments from the U.S. Trustee

Status: As of the date hereof, no formal objections have been filed. The Debtors have to incorporated informal comments from the United States Trustee. This matter is going forward.

- 13. Debtors' Application for an Order Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code Authorizing the Debtors to Retain and Employ Alvarez & Marsal North America, LLC as Restructuring Advisors for the Debtors *Nunc Pro Tunc* to the Petition Date [D.I. 26; 9/29/11]

Related Documents:

- a) Omnibus Notice of Pleadings and Hearing Thereon [D.I. 54; 9/30/11]
- b) Amended Omnibus Notice of Pleadings and Hearing Thereon [D.I. 64; 10/3/11]
- c) Notice of Rescheduled Hearing Time [D.I. 84; 10/10/11]

Objection Deadline: October 10, 2011 at 4:00 p.m. [Extended for the Committee and U.S. Trustee to October 14, 2011 at 9:00 a.m.]

Objections/Responses Received:

- d) Informal comments from the U.S. Trustee

**Additional Pleadings:**

- e) **Supplemental Declaration of Thomas E. Hill in Support of Debtors' Application for an Order Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code Authorizing the Debtors to Retain and Employ Alvarez & Marsal North America, LLC as Restructuring Advisors for the Debtors *Nunc Pro Tunc* to the Petition Date [D.I. 106; 10/14/11]**

Status: As of the date hereof, no formal objections have been filed. The Debtors have incorporated informal comments from the United States Trustee. This matter is going forward.

- 14. Debtors' Application for an Order Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code Authorizing the Debtors to Retain and Employ Lazard Freres & Co. LLC as Investment Banker for the Debtors *Nunc Pro Tunc* to the Petition Date [D.I. 27; 9/29/11]

Related Documents:

- a) Omnibus Notice of Pleadings and Hearing Thereon [D.I. 54; 9/30/11]
- b) Amended Omnibus Notice of Pleadings and Hearing Thereon [D.I. 64; 10/3/11]
- c) Notice of Rescheduled Hearing Time [D.I. 84; 10/10/11]

Objection Deadline: October 10, 2011 at 4:00 p.m. [Extended for the Committee and U.S. Trustee to October 14, 2011 at 9:00 a.m.]

Objections/Responses Received:

- d) Response of the Official Committee of Unsecured Creditors to Debtors' Application Employ/Retain Lazard Freres & Co. LLC as Investment Banker for the Debtors *Nunc Pro Tunc* to the Petition Date [D.I. 98; 10/14/11]
- e) Informal comments from the U.S. Trustee

**Status: The parties have resolved the Objection filed by the Committee. This matter is going forward.**

15. Application of the Debtors to Retain and Employ PricewaterhouseCoopers LLP as Tax Consultant *Nunc Pro Tunc* to the Petition Date [D.I. 28; 9/29/11]

Related Documents:

- a) Omnibus Notice of Pleadings and Hearing Thereon [D.I. 54; 9/30/11]
- b) Amended Omnibus Notice of Pleadings and Hearing Thereon [D.I. 64; 10/3/11]
- c) Notice of Rescheduled Hearing Time [D.I. 84; 10/10/11]

Objection Deadline: October 10, 2011 at 4:00 p.m. [Extended for the Committee and U.S. Trustee to October 14, 2011 at 9:00 a.m.]

Objections/Responses Received:

- d) Informal comments from the U.S. Trustee

**Additional Pleadings:**

- e) **Supplemental Declaration of Mark Yarbrough in Support of the Application of the Debtors to Retain and Employ PricewaterhouseCoopers LLP As Tax Consultants *Nunc Pro Tunc* To the Petition Date [D.I. 109; 10/16/11].**

Status: As of the date hereof, no formal objections have been filed. The Debtors have to incorporated informal comments from the United States Trustee. This matter is going forward.

16. Application of the Debtors' for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Attorneys for the Debtors, *Nunc Pro Tunc* to the Petition Date [D.I. 53; 9/30/11]

Related Documents:

- a) Notice of Rescheduled Hearing Time [D.I. 84; 10/10/11]
- b) Supplemental Affidavit of Michael R. Nestor in Support of the Application of the Debtors' for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Attorneys for the Debtors, *Nunc Pro Tunc* to the Petition Date [D.I. 99; 10/14/11]

Objection Deadline: October 10, 2011 at 4:00 p.m. [Extended for the Committee and U.S. Trustee to October 14, 2011 at 9:00 a.m.]

Objections/Responses Received:

- c) Informal comments from the U.S. Trustee

Status: As of the date hereof, no formal objections have been filed. The Debtors have incorporated informal comments from the United States Trustee. This matter is going forward.

17. Motion of the Debtors for Entry of an Order Approving Cross-Border Insolvency Protocol [D.I. 67; 10/4/11]

Related Documents:

- a) Order Shortening the Time for Notice of the Hearing to Consider the Motion of the Debtors for Entry of an Order Approving Cross-Border Insolvency Protocol [D.I. 78; 10/5/11]
- b) Notice of Rescheduled Hearing Time [D.I. 84; 10/10/11]

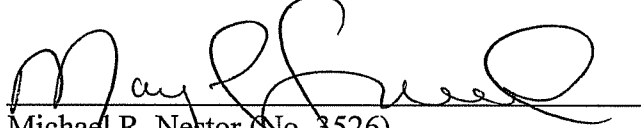
Objection Deadline: October 14, 2011 at 4:00 p.m.

Objections/Responses Received: None to date.

Status: To date, the Debtors have not received any objections. This matter is going forward.

Dated: October 16, 2011  
Wilmington, Delaware

Respectfully Submitted,



Michael R. Nestor (No. 3526)

Kara Hammond Coyle (No. 4410)

Morgan L. Seward (No. 5388)

YOUNG CONAWAY STARGATT & TAYLOR, LLP

1000 West Street, 17th Floor

Wilmington, Delaware 19801

Telephone: (302) 576-3279

Facsimile: (302) 571-1253

-and-

David S. Heller

Josef S. Athanas

Matthew L. Warren

LATHAM & WATKINS LLP

Suite 5800

233 South Wacker Drive

Chicago, IL 60606

Telephone: (312) 876 -7700

Facsimile: (312) 993-9767

PROPOSED ATTORNEYS FOR DEBTORS  
AND DEBTORS-IN-POSSESSION