

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

In re:

GRACEWAY PHARMACEUTICALS, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 11-13036 (PJW)

Jointly Administered

Docket Ref. Nos. 67 & 132

CERTIFICATION OF COUNSEL

The undersigned hereby certifies as follows:

1. On October 4, 2011, the above-captioned debtors and debtors in possession (the “**Debtors**”) filed the *Motion of the Debtors for Entry of an Order Approving Cross-Border Insolvency Protocol* [Docket No. 67] (the “**Protocol Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). Graceway Canada Company (the “**Canadian Debtor**”) filed a similar application in its proceeding before the Ontario Court of Justice (the “**Canadian Court**”). The Canadian Court entered an order approving the cross-border protocol on October 4, 2011 (the “**Canadian Protocol Order**”).

2. On October 17, 2011, the Court entered the *Order Approving Cross-Border Insolvency Protocol* [Docket No. 132] (the “**United States Protocol Order**”).

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 500, 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.

3. Upon further review, the Debtors have discovered a discrepancy between the Canadian Protocol Order and the United States Protocol Order. In particular, paragraph 22 of the protocol (the “**United States Protocol**”) attached as Exhibit 1 to the United States Protocol Order differs from the protocol attached to the Canadian Protocol Order (the “**Canadian Protocol**”). Paragraph 22(i) of the United States Protocol should have read, in pertinent part, “of this paragraph 22, counsel to the Debtors, the U.S. Trustee, the Receiver, Bank of America, N.A. (in its capacity as administrative agent for the lenders under the Debtors’ prepetition first lien credit facility), Galderma S.A. for so long as it remains the stalking horse bidder or the successful bidder in the auction process....” While the discrepancies are immaterial, the Canadian Protocol must be consistent with the United States Protocol.

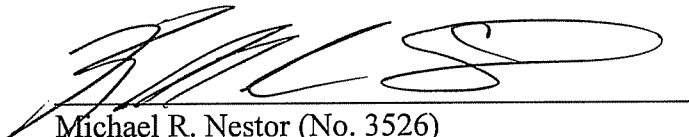
4. Therefore, the Debtors have amended the United States Protocol attached as Exhibit 1 to the United States Protocol Order to reflect the exact provisions in the Canadian Protocol (the “**Amended United States Protocol Order**”). A copy of the Amended United States Protocol Order with the proper United States Protocol is attached hereto as Exhibit 1. For the Court’s convenience, attached hereto as Exhibit 2 is a blackline of the Amended United States Protocol Order against the United States Protocol Order.

WHEREFORE the Debtors respectfully request that the Court enter the Amended

United States Protocol Order at the earliest convenience of the Court.

Dated: October 24, 2011
Wilmington, Delaware

Respectfully Submitted,



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