

**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

**DECLARATION OF COUNSEL IN SUPPORT OF APPLICATION FOR AN ORDER
PURSUANT TO 11 U.S.C. §§ 328(A) AND 1103 AUTHORIZING AND APPROVING
THE EMPLOYMENT AND RETENTION OF LOWENSTEIN SANDLER PC AS
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

S. Jason Teele, hereby declares, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a member of the law firm of Lowenstein Sandler PC ("Lowenstein Sandler"), which maintains offices at 65 Livingston Avenue, Roseland, New Jersey 07068. I am an attorney duly admitted to practice in the State of New Jersey.

2. This Declaration is submitted in support of the application (the "Application")² of the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors and debtors-in-possession (the "Debtors") for entry of an order authorizing and approving the employment and retention of Lowenstein Sandler as lead counsel to the Committee, effective as of October 11, 2011.

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); 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).

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Application.

3. The professional services that Lowenstein Sandler will provide to the Committee include, but are not limited to:

- (a) providing legal advice as necessary with respect to the Committee's powers and duties as an official committee appointed under section 1102 of the Bankruptcy Code;
- (b) assisting the Committee with respect to (i) the Debtors' proposed Asset Purchase Agreement for the sale of substantially all of its assets, (ii) the Debtors' request for final approval of debtor-in-possession financing, (iii) any plan filed by the Debtors in these bankruptcy cases; and (iv) any other requests for relief which may impact unsecured creditors;
- (c) performing such other services as may be required and that are in the best interests of the Committee and creditors.

4. As of the date of this Certification, Lowenstein Sandler has not received a retainer or compensation in connection with its proposed representation of the Committee in these chapter 11 cases.

5. Subject to the Court's approval and pursuant to sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules and the rules and other procedures which this Court may fix, Lowenstein Sandler shall seek compensation on an hourly basis, plus reimbursement of the actual and necessary expenses that Lowenstein Sandler incurs in accordance with the ordinary and customary rates which are in effect on the date the services are rendered.

6. Lowenstein Sandler's hourly rates are as follows:

<u>Partners</u>	\$435.00 - \$895.00
<u>Senior Counsel</u>	\$390.00 - \$660.00
<u>Counsel</u>	\$350.00 - \$630.00
<u>Associates</u>	\$250.00 - \$470.00
<u>Legal Assistants</u>	\$145.00 - \$245.00

7. The charges set forth in preceding paragraph are based upon actual time charges on an hourly basis and the experience and expertise of the attorney or legal assistant involved. The hourly rates set forth in paragraph 6 hereof are subject to periodic adjustments to reflect economic and other conditions.

8. Lowenstein Sandler will not share with any other entity, other than with members of Lowenstein Sandler, any compensation paid to it in these cases.

9. Lowenstein Sandler has in the past represented, currently represents, and may in the future represent entities that are claimants or interest-holders of the Debtors in matters wholly unrelated to the Debtors' pending bankruptcy cases. Lowenstein Sandler, which employs approximately 250 attorneys, has a large and diversified legal practice that encompasses the representation of many individuals, financial institutions and commercial corporations. Some of those entities are or may consider themselves to be creditors or parties in interest in the Debtors' pending bankruptcy cases or to otherwise have interests in the cases. If Lowenstein Sandler has such clients, it will not represent those clients in any matter related to the Debtors.

10. Insofar as I have been able to ascertain through diligent inquiry, which included a conflicts search of the entities listed on **Exhibit A**³ hereto, Lowenstein Sandler has no connection with the Debtors, their current respective attorneys or professionals, the United States Trustee or any person employed in the Office of the United States Trustee, and does not hold or represent any entity having an adverse interest to the Committee or the Debtors' unsecured creditors in connection with the Debtors' bankruptcy cases, except as set forth below.

11. Lowenstein Sandler has previously represented, currently represents, and may represent in the future the entities described below (or their affiliates), in matters wholly unrelated to the Debtors' bankruptcy cases.

³ The entities listed on Exhibit A were provided by the Debtors. Lowenstein Sandler will run additional conflict searches and update these disclosures as necessary once the Debtors have filed their Schedules of Assets and Liabilities and Statements of Financial Affairs.

A. Debtors and Non-Debtor Affiliates: Based on Lowenstein Sandler's initial conflict review, to the best of its knowledge, Lowenstein Sandler does not have any relationship with the Debtors or any of the Non-Debtor Affiliates disclosed in the pleadings filed to date in the Debtors' cases.

B. Present and Former Directors, Officers and Managers. Based on Lowenstein Sandler's initial conflict review, to the best of its knowledge, Lowenstein Sandler has not represented and does not currently represent any of the present or former directors, officers or managers of the Debtors of which Lowenstein Sandler is aware at the present time.

C. Creditors. To the best of its knowledge, Lowenstein Sandler does not have any relationship with the Debtors' creditors disclosed on the Debtors' disclosure lists, except that Lowenstein Sandler has represented and may currently represent, in matters wholly unrelated to the Debtors or these chapter 11 cases, the entities listed on **Exhibit B** hereto, which entities may be creditors of the Debtors or parties in interest in these chapter 11 cases.

D. Professionals Representing the Debtors. As part of its practice, Lowenstein Sandler appears in cases, proceedings and transactions involving many different attorneys, accountants, financial consultants, real estate consultants and investment bankers, including other professionals representing the Debtors. In certain instances, such professionals may be clients of Lowenstein Sandler. However, neither Debtors' counsel nor the Debtors' financial advisors are or have been represented by Lowenstein Sandler.

E. Professionals Representing Other Parties In Interest. As part of its practice, Lowenstein Sandler appears in cases, proceedings and transactions involving many different attorneys, accountants, financial consultants and investment bankers, some of which now or may in the future represent creditors, stockholders and other parties in interest in this case. Lowenstein Sandler does not and will not represent any

attorneys, accountants, financial consultants or investment bankers for parties in interest with respect to the Debtors.

F. Other Matters. Lowenstein Sandler has numerous clients. Lowenstein Sandler does not have knowledge of the full creditor lists of the Debtors. One or more creditors of the Debtors may be a client of Lowenstein Sandler in some capacity. Further, certain creditors of the Debtors may be divisions or subsidiaries of entities represented by Lowenstein Sandler. Thus, even a conflict check on the entire list of creditors of the Debtors may not reveal completely whether any creditors of the Debtors are clients of Lowenstein Sandler. If, as and when Lowenstein Sandler discovers that a creditor of the Debtors is a client of Lowenstein Sandler, further disclosure will be made.

12. Lowenstein Sandler will update the disclosures contained herein as appropriate.

13. Lowenstein Sandler will not represent any entity other than the Committee in connection with these cases.

14. By separate application, the Committee intends to seek approval to employ Elliott Greenleaf as its co-counsel in these cases. The Committee believes that if this Court approves the employment of Lowenstein Sandler and Elliott Greenleaf, these firms will allocate their delivery of services to the Committee so as to avoid any unnecessary duplication of services. Moreover, the Committee believes that the efficient allocation of responsibility for legal matters in these cases between Lowenstein Sandler and Elliot Greenleaf will reduce the cost of monitoring these proceedings, as well as the time and expense associated with travel by Lowenstein Sandler with respect to matters that can be handled as effectively by Elliott Greenleaf.

15. To the best of my knowledge, Lowenstein Sandler does not hold an interest adverse to the Debtors' estates and is a disinterested person, as that term is defined in section 101(14) of the Bankruptcy Code.

16. By reason of the foregoing, I believe that Lowenstein Sandler is eligible for employment and retention by the Committee pursuant to sections 328 and 1103 of the Bankruptcy Code and applicable Bankruptcy Rules.

I hereby certify under the penalty of perjury that the foregoing statements made by me are true and correct to the best of my knowledge, information and belief.

Dated: October 27, 2011

/s/ Jason Teele
S. Jason Teele, Esq.

Exhibit A

Debtors

Graceway Pharmaceuticals, LLC
Graceway Holdings, LLC
Chester Valley Holdings, LLC
Chester Valley Pharmaceuticals, LLC
Graceway Canada Holdings, Inc.
Graceway Pharma Holding Corp.

Officers

John A. Bellamy
Brian G Shrader

Opposing Counsel

Latham & Watkins LLP

Lenders

Longhorn Credit Funding LLC
Lufkin - Latitude CLO I
Lufkin - Latitude CLO III
Lufkin Advisors
Lyon - LCM II
Lyon - LCM III
Lyon - LCM IV
Lyon - LCM V
Lyon - LCM VI Ltd.
Lyon Capital
MacQuarie Bank Ltd
MacQuarie CAF Lending Division
Maps CLO Fund I LLC
Maps CLO Fund II Ltd.
Marathon Asset Management L.P.
Marathon Blue Active Fund Ltd
Marathon Credit Dislocation Fund LP
Marathon Credit Opportunity Master Fund Ltd
Marathon Liquid Credit Long Short Fund
Marathon Special Opportunity Master Fund Ltd
Mariner - Caspian CAP Part, L.P.
Mariner LDC
Market Square CLO Ltd
Marquette Park CLO Ltd
Massachusetts Mutual Life Insurance Company
MJX - Veer Cash Flow CLO
MJX - Venture II CDO 2002
MJX - Venture III CDO
MJX - Venture IV CDO Ltd

MJX - Venture IX CDO
MJX - Venture V CDO Ltd
MJX - Venture VI CDO
MJX - Venture VII CDO
MJX - Venture VIII CDO
MJX - Vista Lev Income Fund
MJX Asset Management
MJX Investors
Monarch Master Funding Ltd
Monarch
Morgan Stanley Investment Management
Morgan Stanley Senior Funding Inc.
MW Post - The Opportunity Fund
Neptune Finance CCS Ltd
Norinchukin Bank of New York Branch
Normandy Hill Master Fund LP
Normandy Hill
Nuveen Floating Rate Income Fund
Nuveen Floating Rate Income Opportunity Fund
Nuveen Senior Income Fund
Nuveen Symphony Credit Opportunities Fund
Ocean Trails CLO I
Ocean Trails CLO II
Ocean Trails CLO III
One Wall Street CLO II Ltd
One Wall Street CLO III Ltd
Ore Hill
Orix Finance Corp
Orix
OW Funding Limited
OWS CLO 1 Ltd
Ows II Ltd
Pacific Select Fund Floating Rate Loan Portfolio
Pacifica CDO II Ltd
Pacifica CDO IV Ltd
Pacifica CDO V Ltd
Pacifica Partners II LP
Penteli Master Fund Ltd
Permal Capital Structure Opportunities
Permal Stone Lion Fund Ltd
PIMCO
Pioneer Investment Management
Pioneer Investment
Pioneer Series Trust VI - Pioneer Floating Rate Fund
Pointstate Capital LP
Pointstate Fund LP
Post Advisory

Post Strategic Master Fund L.P.
Post Total Return Master Fund
Princeton - Rosedale CLO II
Princeton Advisory
Prospero CLO I BV
Prospero CLO II BV
Pyramis Floating Rate High Income
QP SFM Capital Holdings Limited
Quantum Partners LP
Red River CLO Ltd
Republic Loan Funding Ltd
Rockwall CDO Ltd
Rockwall CDO II Ltd
Rosedale CLO II Ltd
Rosedale CLO Ltd
Sandler Capital Management/NY
Sandler Capital Structure Opportunities Master Fund Ltd
Sandler Capital
Schiller Park CLO Ltd
Scotia Capital
Seix Advisors
Serf Corp
Sfr Ltd
Senior Debt Portfolio
Senior Debtor Portfolio By Boston Management & Research
Shiprock Finance SPC
Southfork CLO Ltd
Stanfield Arnage CLO ltd
Stanfield Azure CLO Ltd
Stanfield Bristol CLO Ltd
Stanfield Capital Partners LLC
Stanfield Carrera CLO Limited
Stanfield Carrera
Stanfield Daytona CLO Ltd
Stanfield McLaren CLO Ltd
Stanfield Modena CLO Ltd
Stanfield Modena CLO
Stanfield Vantage CLO Ltd
Stanfield Vantage CLO
Stanfield Veyron CLO Ltd
Stanfield Veyron CLO
Stanfield XI Re Europe Ltd
Steelmill Master Fund LP
Stone Lion Portfolio LP
Stratford CLO Ltd
Symphony Asset Management
Symphony CLO I Ltd

Symphony CLO II Ltd
Symphony CLO III Ltd
Symphony CLO IV Ltd
Symphony CLO VI Ltd
Symphony Credit Opportunities Fund Ltd
Symphony Credit Opportunities Master Fund LP
Symphony-Nuveen Fl Rt Inc Opp
Teak Hill Master Fund LP
Teak Hill
Transamerica Life Insurance Company
Turf Moor
UBS AG Stamford Branch
UBS AG
UBS
Ulysses Partners LP
Ursamine Credit Advisors LLC
Ursamine
US Bank Loan Fund M Maste Trust
Veer Cash Flow CLO Limited
Veer Loan Opportunities Fund Limited
Venor Capital Master Fund Ltd.
Venture II CDO 2002 Limited
Venture III CDO Limited
Venture IV CDO Ltd.
Venture IX CDO Limited
Venture V CDO Limited
Venture VI CDO Limited
Venture VII CDO Limited
Venture VIII CDO Limited
Veritas CLO I Ltd.
Veritas CLO II Ltd.
Verition Multi-Strategy Master
Victoria Court CBNA Loan Fund
Virginia Retirement System - Pimco
Visium Asset Management
Visium Balanced Master Fund Ltd.
Visium Credit Master Fund Ltd.
Visium Funds
Vista Leveraged Income Fund
West Gate Horizons Capital Advisors LLC
West Gate Horizons
West Gate
Westchester CLO Ltd.
Westgate - Endurance CLO I
Westgate - Ocean Trails CLO II
Westgate - Ocean Trails CLO II
Westgate - Ocean Trails CLO III

Westgate - Wg Horizons CLO I
Westwood CDO II Ltd.
WG Horizons CLO I
Whitehorse Capital Partners LP
Whitehorse V Ltd By Whitehorse Capital Partners LP
Whitehorse V Ltd.
Whitehorse
Windmill Master Fund LP
XL RE Europe Limited

Creditors

3M Argentina S.A.C.I.F.I.A.
3M Company
3M Drug Delivery Systems
3M Healthcare LTD
3M Innovation Singapore Pte Ltd.
3M Innovative Properties Company
3M
505 CLO I Ltd
AAI Pharma Services Corp.
Aberdeen Loan Funding Ltd
ABF Freight System
ABS Loans 2007 Ltd
ACP Master LTD
Activmed Practices & Research
ADP
Aegon USA Investment Mangement Inc.
Aegon USA
Aegon
AETNA Health Management
Aetna
AFCO
Agency for Healthcare Admin
AIMCO CLO Series 2005 A
AIMCO CLO Series 2006 A
Alcentra
Allstate Life Insurance Company
Allstate
Almirola Motor Sports, Inc.
Alvogen, Inc.
American Academy of Dermatology
American Express Travel Related Services Comapny, Inc.
American Express
Americource Bergen
AmeriHealth Mercy/Perform Rx
Amherst CLO Ltd.
Amneal Pharmaceuticals, LLC

Angela Renee Stuart
Answerthink
Aon Consulting
Archimedes Funding IV (Cayman) Ltd
Archstone Insights, LLC
Armory Master FD
Armstrong Loan Funding Ltd
Arnall Golden Gregory
Ashfield Healthcare, LLC
AT&T Mobility
AT&T Mobility
Atlanta North Gynecology, P.C.
Atlantis Funding Ltd
Atmos Energy
ATP, LLC
Aurelius Capital Master Ltd
Aurelius Convergence Master Ltd
Aurelius
Automatic Data Processing, Inc.
Avery Street CLO Ltd
AXA Assistance USA
Babson Capital Management LLC
Babson CLO Ltd 2003-1
Babson CLO Ltd 2004-1
Babson CLO Ltd 2004-II
Babson CLO Ltd 2005 III
Babson CLO Ltd 2006 I
Babson CLO Ltd 2006 II
Babson CLO Ltd 2007 I
Babson CLO Ltd 2008 II
Babson Mid Market CLO Ltd 2007 II
Bailey Computing Technologies
Baker Street CLO II Ltd
Baker Street CLO III Ltd
Baker Street Funding CLO 2005 1 Ltd
Ballyrock CLO II Limited
Banc of America Securities, LLC
Bank of America Trade
Bank of America
Bank of America, Credit Inquiry
Bank of America, N.A.
Bank of Montreal
Bank of New York Mellon Special Situations
Barclays Bank PLC
Barclays
Barrier Advisors, Inc.
Battalion CLO 2007 I Ltd.

BBVA Bancomer
Beach Point Distressed Mf, L.P.
Beach Point
Bellco Health
Billy Ballew Motorsports, Inc.
Biokosmes R.L.
Biokosmes S.R.L.
Blue Shield of California
BlueCross and BlueShield of Tennessee
Brentwood CLO II Ltd
Brentwood CLO Ltd
Briarcliff I CLO Ltd
Bridgeport CLO II Ltd
Bridgeport CLO Ltd
Brigade - Battalion CLO 2007-I
Brigade Capital
Brigade
Brightech International, LLC
Bristol Tennessee Essential Services
Brown, Edwards & Company
Budget Conferencing, Inc.
Bulletin News, LLC
Burlington Drug Company
Burr Ridge CLO Plus Ltd
C.M. Life Insurance Company
CAI Distressed Debt Opportunity
California Aids Drug Assistance
California Dept. of Health Care Services
California Dept. of Health Care Services
Callidus Debt Partners CLO Fund II Ltd
Callidus Debt Partners CLO Fund III Ltd
Callidus Debt Partners CLO Fund IV Ltd
Callidus Debt Partners CLO Fund V Ltd
Callidus Debt Partners CLO Fund VI Ltd
Callidus Debt Partners CLO Fund VII Ltd
Camulos Loan Vehicle I Ltd.
Camulous
Canaras Summit CLO Ltd.
Canaras
Capital Returns, Inc.
Capital Services & Supplies, Inc.
Capital Wholesale Drug Company
Cardinal Health
Cardinal
CareFirst BlueChoice (Delaware)
CareFirst BlueChoice (Maryland)
Caremark PCS Health LLC State

Caremark PCS Health LP
Caremark PCS
Caremark
Carlyle Arnage CLO, Ltd.
Carlyle Azure CLO, Ltd.
Carlyle Bristol CLO Ltd
Carlyle Daytona CLO, Ltd.
Carlyle Loan Opportunity Fund
Carlyle McLaren CLO, Ltd.
Carlyle Mondena CLO, Ltd.
Carlyle Vantage CLO, Ltd.
Carlyle Veyron CLO, Ltd.
Carretta USA, Inc.
Caspian Alpha Long Credit Fund
Caspian Solitude Master Fund
Caspina Select Credit Master
Catalyst CR Opportunity MAS FD
Catalyst RX Government Services, Inc.
Catalyst Rx
Cedit Capital Investments
Century Link
Cetus Capital LLC
Chamberlain Communications, LLC
Chamberlain Communications, LLC
Chelsea Park CLO Ltd.
Cherie L. Montgomery
Chesapeake Research Review, Inc.
CIGNA Healthcare Inc.
Cigna
Cingular
Cingular/AT&T Mobility
CIT Group
CIT
Citibank NA
Citigroup
Clinical Professional, Inc.
Cohanzick Absolute Return Master Fund, Ltd.
Cohanzick Credit Opportunities Master Fund, Ltd.
COHANZICK
Columbus Park CDO Ltd.
Commissioner of Social Service
Commonwealth of PA/DRP
Compliance Implementation Services, LLC
Comprehensive Neuroscience, Inc.
Concur Technologies, Inc.
Contract Pharmaceuticals LTD
Corporacion Sanpue S.A.

Corporate Dept Opp Fund LP
Covance Central Laboratory Services, LP
CPL
Credit Suisse Loan Funding LLC
Cumberland II DLP
CVS Caremark Part D Services
CVS Caremark Part D Services, LLC (SilverScript)
CVS Pharmacy, Inc.
D.A. Capital Management, LLC
DA Cap - Duane Street CLO I
DA Cap - Duane Street CLO II
DA Cap - Duane Street CLO III
DA Cap - Duane Street CLO IV
DA Cap - Duane Street CLO
DA Cap - Lispenard Street Cr
DA Cap - Pond View Credit, LP
Dakota Drug, Inc.
Decision Development, Inc.
Deerfield Capital Management
Deerfield Capital
Deerfield International Limited
Deerfield Parnters LP
Delaware Investments
Dermatology Foundation Clin. Symposium
Dermatology Treatment Research Center, PA
DermResearch Center of New York, Inc.
DermResearch, Inc.
Deutsche Bank AG
Deutsche Bank Securities Company, Inc.
Deutsche Bank Trust Company Americas
Deutsche Bank
Deutsched Bank AG Cayman Island
DHS MN Dept. of Health Service
DIK Drug Company
Discount Drug Mart
Discovery Clinical Research, Inc.
Division of Medical Assistance
DMS Pharmaceutical Group, Inc.
Document Solutions Group, Inc.
Downtown Womens Health Care
DPT Laboratories
DPT Laboratories, LTD
DPT
DR3 Productions
Draxis
Drexel University College of Medicine
Drugs for the Elderly

D-Star Ltd
Duane Street CLO I Ltd
Duane Street CLO II Ltd
Duane Street CLO III Ltd
Duane Street CLO IV Ltd
Duane Street CLO V Ltd
Duquesne
Duquesne Capital Management
DUSA
Eagle Loan Trust
Eastland CLO Ltd
Eaton Vance - SFRT
Eaton Vance CDO IX Ltd
Eaton Vance CDO VII Plc
Eaton Vance CDO VIII Ltd
Eaton Vance CDO VIII
Eaton Vance CDO X Plc
Eaton Vance Credit Opps Fund
Eaton Vance Floating Rate Income Trust
Eaton Vance Institutional Senior Loan Fund
Eaton Vance Management/CHI
Eaton Vance Medallion Floating Rate Income Portfolio
Eaton Vance Mgmt./NY
Eaton Vance Senior Debt Port
Eaton Vance Senior Floating Rate
Eaton Vance Senior Floating-Rate Trust
Eaton Vance Senior Income Tryst
Eaton Vance Vt Floating-Rate Income Fund
Eaton Vance
ECRM
EDS
Edwards Angell Palmer & Dodge
Elsevier Inc.
Emblem Health Services Company
EmblemHealth
Emerson Place CLO Ltd.
Endurance CLO I Ltd
Enterprise Fleet Services
Enterprise Leasing Company of Philadelphia
EPL Pathology Archives, Inc.
eResearch Technology, Inc.
Ethos Health Communications
ETHOS Health Communications, Inc.
Evince Communications, LLC
Evince Communications, LLC
Experchem Laboratories, Inc.
Experchem

Express Scripts, Inc. - Access
Express Scripts, Inc. - Unspecified CPC
Express Scripts/DPS, Inc.
Falcon Consulting Group, LLC
FedEx
Feingold O'Keeffe Capital, LLC
Feingold O'Keeffe Distressed Loan Master Fund Ltd.
Feingold O'Keeffe Distressed
Feingold O'Keeffe Master Fund
Fidelity Central Investments Portfolios LLC
Fidelity Floating Rate Central Investment Portfolio
Fidelity Information Services
Fidelity Puritan Trust Fund
Fidelity Pyramis FL RT H I CO
First DataBank, Inc.
First Light Funding
First Trust Four Corners St (FCM) Floating Rate Income Fund
Firstlight Funding I Ltd
Fisher Clinical Services, Inc.
Forest Creek CLO Ltd
Foundation for Research and Education
Four Corners - SFR, Ltd.
Four Corners CLO 2005-1 Ltd
Four Corners CLO 2005-1
Four Corners CLO II Ltd
Four Corners CLO III Ltd
Frank W. Kerr Company
Franklin Pharma Services
Fraser Sullivan CLO I Ltd
Fraser Sullivan CLO II Ltd
Fraser Sullivan
Frontage Laboratories, Inc.
Furst Phamaceuticals Services, Inc.
Galatin CLO III 2006 1 Ltd
Galderma S.A.
Gallatin CLO II 2005-1 Ltd
Gallatin CLO III 2007 1 Ltd
Gallatin Funding I Ltd
Gateway CLO Limited
Ge
General Electric Capital Corporation
Genesis CLO 2007 1 Ltd
Gilead Sciences, Inc.
Gilead
Gleacher & Company Securities Inc.
Gleneagles CLO Ltd
Global Compliance Services, Inc.

Global Plus Investment Management
Goldman Sachs Asset Management CLO PLC
Goldman Sachs Asset Mgt.
Goldman Sachs Bank USA
Goldman Sachs Credit Partners, L.P.
Goldman Sachs Credit Partners, LP
Goldman Sachs Group, Inc.
Goldman Sachs
Golub
Grand Central Asset Trust Cameron I Series
Grand Central Asset Trust Sarn Series
Grand Central Asset Trust Sazu Series
Grand Central
Grand Horn CLO Ltd
Grand Rapids Womens Health
Grayson & Co.
Grayson CLO Ltd
Grayston CLO II 2004-1 Ltd
Green Island CBNA Loan Funding LLC
Greenbriar CLO Ltd
GSO
GSW
GSW
GTB Research Inc.
Gulf Stream Asset Management
Gulf Stream Compass CDO 2002-1
Gulf Stream Compass CLO 2002-1 Ltd
Gulf Stream Compass CLO 2003-1 Ltd
Gulf Stream Compass CLO 2004-1 Ltd
Gulf Stream Compass CLO 2005-1 Ltd
Gulf Stream Compass CLO 2006 1 Ltd
Gulf Stream Rashinban CLO 2006 1 Ltd
Gulf Stream Sextant CLO 2006 1 Ltd
Gulf Stream Sextant CLO 2007 1 Ltd
H.D. Smith Wholesale Drug Company
Halbis Distr. Opp., New York
Hamilton - OWS CLO I Ltd.
Hamilton - OWS II Ltd.
Harmony Labs, Inc.
Harvard Drug Group
Harvard Pilgrim
Haymarket Media, Inc.
HCF
Health Market International, LLC
Health Partners
Healthcare Clinical Data, Inc.
HFR DS Feingold Okeefe Master Trust

High Performance Technologies
Highland Capital Management
Highland Capital
Highland Credit Opp CDO Fund Lt
Highland Credit Opportunities CDO Ltd
Highland Credit Opportunities
Highland Floating Rate Loan
Highland Loan Funding V Ltd
HIP Health Plan of NY
HIS WILL Foundation
Hogan Lovells US LLP
Honeywell International, Inc.
Horizon Funding I Ltd
Humana
Humane Inc.
Huntingdon Life Sciences, Ltd.
HVAC, Inc.
IC AXON
Illumiti Consulting LLC
I-Many Inc.
IMS Health, Inc.
Innovation Printing & Communication
Innovation Printing & Communication
Innovation Printing & Company
Inova Phamaceuticals
iNoval Pharmaceuticals Pty, Ltd.
Integrium, LLC
International Pharma Labs, S.A.R.L.
Interphase Systems, Inc.
Invesco
Iowa Medicaid Enterprises
Jackson Clinic, PA
Jacqueline Shaw
Jasper CLO Ltd
Jefferies & Company
Jefferson Pilot Financial Insurance Company
Jfin CLO 2007 Ltd
JMP Credit Adv-Rosedale CLO II
John C. Bowles
Johnson City Utility System
Journal of Drugs in Derma
JPMorgan Chase Bank National Association
JPMorgan Chase
Juggernaut Fund, L.P.
Kaiser Permanente
Katonah 2007 I CLO Ltd
Katonah 2007 II CLO Ltd

Katonah 2008 I CLO Ltd
Katonah 2008 II CLO Ltd
Katonah Debt Advisors
Katonah IX CLO Ltd
Katonah VII CLO Ltd
Katonah VII CLO
Katonah VII Ltd
Katonah VIII CLO Ltd
Katonah X CLO Ltd
Katonah X CLO
Katonah XI CLO Ltd
Keystone Mercy Health Plan
King Drug Company
Kinray, Inc.
Kirkland and Ellis LLP
KPMG LLP
KV Pharmaceuticals
Kzh Ing-1 LLC
Laboratories Vargas, S.A.
Laboratories Vargas, S.A.
Lachman Consultant Services, Inc.
Lannett
Latitude CLO I Ltd
Latitude CLO II Ltd
LCM I Limited Partnership
LCM I Ltd
LCM II Limited Partnership
LCM III Ltd
LCM IV Ltd
LCM VI Ltd
Leg Partners Deben SBIC
Lfsigxg LLC
Liberty CLO Ltd
Lincoln General Insurance Company
Liquent, Inc.
LMA Spc - Map 80 Seg Portfolio
LMA Spc
Loan Funding IV LLC
Loan Funding VII LLC by Highland Capital
Loan Funding VII LLC
Loan Star Partners, L.P.
Loan Star State Trust
Long Grove CLO Limited
Long Grove
Loughlin Meghji & Company
Louisiana Department of Health
Lovelace Health Plan

Lovelace
Luitpold Pharmaceuticals, Inc.
Luitpold
Lyon - LCM I
Magee Women's Research Institute
Maine Medicaid Agency
Maine Medicaid Agency
Marsh USA, Inc.
Maryland Board of Pharmacy
Masergy Communications, Inc.
McDermott Will & Emery LLC
McKesson Corporation
McKesson Patient Relationship Solutions
McKesson Specialty Arizona, Inc.
McQueary Brothers Drug Company
Meda AB
Meda Pharmaceuticals
Medco Health Solutions
Medco Managed Care LLC
Medco
Medicaid
Medicare
Medicis Pharmaceutical Corporation
MediMedia Information Technologies Group
MedImpact
Medisys Health Communications, LLC
MedPharm Limited
MedPro Systems, LLC
Medscape LLC
Mercer Park special Situations Master Fund LP
Merchants Bonding Company
Metaphor Inc.
Metaphor
MetLife
Metropolitan Life Insurance Company
Miami-Luken, Inc.
Michigan Department of Treasury
Microsoft Licensing, GP
Minnesota Department of Revenue
Mission Pharmacal, Co.
Missouri Department of Revenue Taxation Division
Missouri Division of Medical Service
MMCAP
More Pharma Corporation
Morris & Dickson Company, LLC
Mount Sinai School of Medicine
N.C. Mutual Wholesale Drug Co.

NCXIX Drug Rebate Program
NE Department of Health and Human Services
NEA Women's Clinic
Nebraska Department of Health and Human Services
Nebraska Division of Public Health
Nevada State Board of Pharmacy
New York University Medical Center
New York University School of Medicine
NextRx Services, Inc. Cone
NH DRA
North Carolina Mutual Wholesale Drug Company
North Dakota State Board of Pharmacy
NYS Dept. of Health
NYS Epic Program
Office of Pharmacy Affairs of the U.S. Dept of Health & Human Services Health Resources &
Services Administration
Office of State Tax Commissioner North Dakota
Ohio Department of Taxation
Oklahoma Health Care Authority
Online Business Applications, Inc.
OptumHealth Bank
Ovid Technologies, Inc.
PAETEC Communications, Inc.
Panalpina - Ocean
Panalpina Inc.
Panalpina World Transport LTD
Pennsylvania Department of Revenue
People of the State of California Pharmacy Board Contingent Fund
Perrigo Company of South Carolina, Inc.
Perrigo Company
Peyton's, A Division of the Kroger Company
Pfizer, Inc.
Pharma Packaging Solutions
PharmaKinnex, Inc.
PharmaNet, Inc.
Physicians Desk Reference, Inc.
Physicians Interactive Holdings, LLC
Pinnacle Research Group
Poretta & Orr Inc.
Poretta & Orr Inc.
PPD Medical Communication
PPD Medical Communication
PPD
Prasco, LLC
Precision Trials, LLC
Prescription Solutions
Prescription Supply, Inc.

PricewaterhouseCoopers, LLP
Prime Therapeutics LLC
Prosoft Software, Inc.
Prudential Insurance Company of America
Publix Supermarkets, Inc.
Quadrant HealthCom, Inc.
Quadrant HealthCom, Inc.
R&S Sales, LLC
RDC - Rochester Drug Cooperative, Inc.
Riker Laboratories, Inc.
Rite Aid Corporation
RLI Insurance Company
Ropes & Gray, LLP
RSM Richter, Inc.
RWD Technologies LLC
Rx Solutions
RxAmerica
Saginaw Valley Medical Research Group, LLC
Saiber, LLC
Sauganash CLO Ltd
Schenker Canada
Schenker LTD
Schoeneckers, Inc.
Sciele
SDG Life Sciences
SDI Health LLC
SDI Health LLC
Select Health
Serena Mraz
Sheraton Great Valley Hot
SilverScripts, Inc.
Sinclair Pharmaceuticals Limited
Sinclair
SJ Strategic Investments, LLC
Smith Drug Company
Source Healthcare Analytics
Source Healthcare Analytics, I
South Carolina Dept of Health and Human Services
Sprint
Standard and Poor's
State of California Franchise Tax Board
State of Connecticut
State of Indiana Professional Licensing Agency Board of Pharmacy
State of Maryland Department of Assessment and Taxation
State of Mississippi
State of Nevada
State of New Jersey Division of Taxation

State of Tennessee Notary Commissioner
State of Washington Department of Revenue
State of Arizona Board of Pharmacy
Stay in Front
Steepprock, Inc.
Stericycle, Inc.
StrategyX LLC
Sullivan County Tennessee
Sunset Logistics, Inc.
Suzanne Bruce and Associates, P.A.
Tennessee Department of Revenue
Tennessee Dept. of Health
The Certified Medical Representatives Institute, Inc.
The Journal of Drugs in Dermatology
The Judge Group
Tidewater Clinical Research, Inc.
TKL Research, Inc.
TRC Valley Creek Associates
TRC Valley Creek Associates-C, L.P.
Treasurer of the State of New Hampshire
Treasurer of the State of Colorado
TrialCard, Incorporated
TRIAX Pharmaceuticals
Tricare
Tricare
Tri-Cities Information Management LLC
Two Labs Marketing LLC
U.S. Customs Service Bureau of Customs & Border Protection National Finance Center Revenue
Division-Bond Team
U.S. Department of Treasury
U.S. Department of Veterans Affairs
United States Department of Homeland Security
University Hospitals of Cleveland
University of California at Irvine
University of Hertfordshire
University of Maryland
University of Texas MD Anderson Cancer Center
University of Texas Southwestern Medical Center
Valley Wholesale Drug Company, Inc.
Value Drug Company
Value Drug
Value Recovery Fund LLC
Ventiv Commercial Service, LLC
Venture Aviation Group, LLC
Verizon
VSP
Wachovia Bank, N.A.

Wal-Mart Stores, Inc.
Waste Management of Tri-Cities
Wells Fargo
West a Thomsen Reuters Business
West Virginia Department of Health and Human Resources
West Virginia State Tax Department
Westin Chicago River North Hotel
Wisconsin Department of Health and Family
Wisconsin Department of Regulation and Licensing
Wisconsin Department of Revenue
Women's Care Center of Memphis, M PLLC
Women's Health Care, Inc.
Women's Health Practice
Women's Health Research Center
Women's Health Research
Wright Express
Wright Express
WV Dept. of Health and Human Resources
Xanodyne Pharmaceuticals, Inc.

Exhibit B

Entity	Status of Representation
ADP Commercial Leasing LLC	Current client
Aegon NV	Former client
Alcentra Limited	Former client
American Express Company	Current client
Amerisource Bergen Corporation	Former client
AT&T Corp.	Current client
Automatic Data Processing, Inc.	Former client
Bank of America	Former client
Bank of Montreal	Former client
Bank of New York	Former client
Barclays Capital Services Ltd.	Current client
Barclays Services Corp.	Former client
BBVA Privanza Bank (Jersey) Limited	Current client
Bessemer Venture Partners	Former client
Catalent Pharma Solutions, Inc.	Current client
CIT Group	Current client
Citigroup	Current client
Credit Suisse	Former client
Deerfield Partners	Former client
Duquesne Capital Management, L.L.C.	Current client
Edwards Angell Palmer & Dodge, L.L.P.	Current client
Electronic Data Systems Corporation	Former client
Endurance Investment Holdings Limited	Former client
Farmacia Honeywell Inc.	Former client
First Data Bank, Inc.	Former client
Fleet Bank, N.A.	Former client
GE Asset Management Inc.	Former client
General Electric Capital Corp.	Former client
H3 Global Advisors Pty Ltd.	Former client
Highland Capital Partners	Former client
IKB Capital Corp.	Current client
IKB Deutsche Industriebank AG	Current client
Jefferies & Company, Inc.	Current client
JPMorgan Chase Bank NA	Current client

Entity	Status of Representation
KPMG	Current client
Lyon Capital Corporation	Former client
Marathon Asset Management	Current client
McKesson Corporation	Current client
Meda Pharmaceuticals, Inc.	Current client
Medco Health Solutions, Inc.	Current client
MediMedia USA, Inc.	Current client
Metaphor, Inc.	Former client
MetLife, Inc.	Current client
New York University School of Medicine	Current client
Ore Hill Partners	Former client
ORIX USA Corporation	Current client
Pfizer, Inc.	Former client
Physician's Interactive	Current client
Pioneer Investment Management Limited	Current client
PriceWaterhouseCoopers LLP	Former client
Rite Aid Corporation	Former client
RSM Richter, Inc.	Current client
Sprint Nextel Corp.	Current client
Strategyx	Former client
The Bank of New York Mellon	Current client
The Goldman Sachs Trust Company	Former client
Transamerica Title Insurance Company	Former client
Triax Aesthetics LLC	Former client
Triax Pharmaceuticals, LLC	Current client
Ulysses Partners, LLC	Former client
Verizon Communications	Current client
Verizon Wireless	Former client
Visium Asset Management, LLC	Current client
Wells Fargo Bank, NA	Current client
Wells Fargo Home Mortgage	Former client
Wyeth	Former client