

Exhibit C

Notice

**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 (MFW)

Joint Administration Pending

**NOTICE OF DEADLINE REQUIRING FILING OF PROOFS OF CLAIMS
FOR § 503(b)(9) CLAIMS ON OR BEFORE [_____], 2011**

DEBTOR(S) (Other names, if any, used by the Debtor(s) in the last 6 years appear in parentheses)	CASE NO.	EIN #	ADDRESS
Graceway Pharma Holding Corp. (Aldara, Atopiclair, Zyclara, Maxair, Minitran, Tambocor, MetroGel Vaginal, Estrasorb, Norflex, Calcium Disodium Versenate, Duromine, Theolair, Norgestic, Norgestic Forte, and Benziq)	11-13037	27-3569175	340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620
Graceway Holdings, LLC (Aldara, Atopiclair, Zyclara, Maxair, Minitran, Tambocor, MetroGel Vaginal, Estrasorb, Norflex, Calcium Disodium Versenate, Duromine, Theolair, Norgestic, Norgestic Forte, and Benziq)	11-13038	20-4182502	
Graceway Pharmaceuticals, LLC (Aldara, Atopiclair, Zyclara, Maxair, Minitran, Tambocor, MetroGel Vaginal, Estrasorb, Norflex, Calcium Disodium Versenate, Duromine, Theolair, Norgestic, Norgestic Forte, and Benziq)	11-13036	14-1965385	
Chester Valley Holdings, LLC (Aldara, Atopiclair, Zyclara, Maxair, Minitran, Tambocor, MetroGel Vaginal, Estrasorb, Norflex, Calcium Disodium Versenate, Duromine, Theolair, Norgestic, Norgestic Forte, and Benziq)	11-13039	20-1929457	

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).

Chester Valley Pharmaceuticals, LLC (Aldara, Atopiclair, Zyclara, Maxair, Minitran, Tambocor, MetroGel Vaginal, Estrasorb, Norflex, Calcium Disodium Versenate, Duromine, Theolair, Norgestic, Norgestic Forte, and Benziq)	11-13041	20-1933713	
Graceway Canada Holdings, Inc. (Aldara, Atopiclair, Zyclara, Maxair, Minitran, Tambocor, MetroGel Vaginal, Estrasorb, Norflex, Calcium Disodium Versenate, Duromine, Theolair, Norgestic, Norgestic Forte, and Benziq)	11-13042	20-8046663	
Graceway International, Inc. (Aldara, Atopiclair, Zyclara, Maxair, Minitran, Tambocor, MetroGel Vaginal, Estrasorb, Norflex, Calcium Disodium Versenate, Duromine, Theolair, Norgestic, Norgestic Forte, and Benziq)	11-13043	26-0212399	

PLEASE TAKE NOTICE THAT:

The United States Bankruptcy Court for the District of Delaware (the “**Court**”) has entered an Order (the “**503(b)(9) Administration Order**”) (i) establishing **5:00 p.m. (prevailing Eastern Time) on []**, 2011 (the “**503(b)(9) Claim Filing Deadline**”) as the last date for each person or entity (including individuals, partnerships, corporations, joint ventures, and trusts) to file a proof of claim (a “**Proof of 503(b)(9) Claim**”) against Graceway Pharma Holding Corp.; Graceway Holdings, LLC; Graceway Pharmaceuticals, LLC; Chester Valley Holdings, LLC; Chester Valley Pharmaceuticals, LLC; Graceway Canada Holdings, Inc.; and Graceway International, Inc. (the “**Debtors**”) for any claim asserted under 11 U.S.C. § 503(b)(9) (a “**503(b)(9) Claim**”).

The 503(b)(9) Claim Filing Deadline and the procedures set forth below for filing Proofs of 503(b)(9) Claim apply only to all claims for the value of goods received by any Debtor within twenty days before September 29, 2011 (the “**Petition Date**”) where the goods were sold to the debtor in the ordinary course of such Debtor’s business.

PART I. WHO MUST FILE A PROOF OF 503(b)(9) CLAIM

You **MUST** file a Proof of 503(b)(9) Claim to share in distributions from the Debtors’ bankruptcy estates if you have a claim (as defined in Section 101(5) of the Bankruptcy Code) for an administrative expense under Section 503(b)(9) of the Bankruptcy Code for the value of any goods received by any Debtor within twenty days prior to the Petition Date in which the goods were sold to such Debtor in the ordinary course of such Debtor’s business. Such claims must be filed so as to be actually received on or prior to the 503(b)(9) Claim Filing Deadline, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Filing Date.

If you have a claim other than one asserted under Section 503(b)(9) of the Bankruptcy Code, you do not have to file a Proof of 503(b)(9) Claim with respect to such claim. Procedures for such claims will be determined in a separate order of the Court.

This notice is being sent to many persons who have historically sold goods to the Debtors but may not have a 503(b)(9) Claim against the Debtors. The fact that you have received this notice does not mean that you have a 503(b)(9) claim against the Debtors.

PART II. WHAT TO FILE

The Debtors are enclosing a Proof of 503(b)(9) Claim form for use in the Debtors' cases. You may utilize the Proof of 503(b)(9) Claim form provided by the Debtors to file your claim. Additional Proof of 503(b)(9) Claim forms (as well as copies of the 503(b)(9) Administration Order) may be obtained at www.bmcgroup.com/graceway, or can be requested by calling (888) 909-0100 from within the United States or +1 (310) 321-5555 if calling from outside the United States.

All Proofs of 503(b)(9) Claims must identify, with specificity: (a) the value of goods the Debtors received within twenty days prior to the Petition Date; (b) documentation, including invoices, receipts, bills of lading and the like, identifying such goods for which the claim is being asserted; and (c) documentation identifying which of the Debtors the goods were shipped to, the date such goods were received by such Debtor, and the alleged value of such goods. Any holder of a 503(b)(9) Claim against more than one Debtor must file a separate Proof of 503(b)(9) Claim with respect to each such Debtor.

All Proof of 503(b)(9) Claim forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. It must be written in English and be denominated in United States currency.

PART III. WHEN AND WHERE TO FILE

All Proofs of 503(b)(9) Claim against the Debtors must be filed so as to be actually received at the following address **on or before 5:00 p.m. (prevailing Eastern Time) on [_____], 2011:**

IF DELIVERED BY MAIL:

BMC Group, Inc.
Attn: Graceway Claims Processing
PO Box 3020
Chanhassen, MN 55317-3020

IF DELIVERED BY HAND DELIVERY OR OVERNIGHT COURIER:

BMC Group, Inc.
Attn: Graceway Claims Processing
18750 Lake Drive East
Chanhassen, MN 55317

Proofs of 503(b)(9) Claim will be deemed filed only when received by BMC Group, Inc. at the one of the addresses listed above, on or before 5:00 p.m. (prevailing Eastern Time) on the 503(b)(9) Claim Filing Deadline. Proofs of 503(b)(9) Claim may not be delivered by facsimile, telecopy or electronic mail transmission.

**PART IV. CONSEQUENCES OF FAILURE TO FILE A PROOF OF 503(b)(9) CLAIM
BY THE 503(b)(9) CLAIM FILING DEADLINE**

Any person or entity who fails to file a Proof of 503(b)(9) Claim on or before the 503(b)(9) Claim Filing Deadline shall be forever barred and estopped from utilizing any other means for the assertion, reconciliation, allowance, resolution, or satisfaction of any 503(b)(9) Claim, including, without limitation, the filing of a motion for allowance or to compel payment of any 503(b)(9) Claim.

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT THEIR OWN ATTORNEY REGARDING ANY MATTERS RELATED TO THIS NOTICE, INCLUDING WHETHER THE HOLDER SHOULD FILE A PROOF OF 503(b)(9) CLAIM.

Questions concerning the contents of this Notice and requests for Proofs of 503(b)(9) Claim forms should be directed to BMC Group, Inc., at www.bmcgroup.com/graceway or can be requested by calling (888) 909-0100 from within the United States or +1 (310) 321-5555 if calling from outside the United States. Please note that BMC Group, Inc.'s staff is not permitted to give legal advice. You should consult your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a Proof of 503(b)(9) Claim.

Dated: _____, 2011
Wilmington, Delaware

Respectfully Submitted,

Michael R. Nestor (No. 3526)
Kara Hammond Coyle (No. 4410)
YOUNG CONAWAY STARGATT & TAYLOR, LLP
1000 West Street, 17th Floor
Wilmington, Delaware 19801
Telephone: (302) 571-6600
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