

Exhibit C

Bar Date 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 ENTRY OF BAR DATE ORDER ESTABLISHING
DEADLINES FOR FILING PROOFS OF CLAIM AGAINST THE DEBTORS**

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 “**Bankruptcy Court**”) has entered an order (the “**Bar Date Order**”) establishing deadlines to file proofs of claim for all claims (as defined below) against the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) that arose prior to September 29, 2011 (the “**Petition Date**”).

You should not file a Proof of Claim if you do not have a claim against the Debtors. The fact that you received this Notice does not necessarily mean that you have a claim or that either the Debtors or the Bankruptcy Court believe that you have a claim.

Pursuant to the terms of the Bar Date Order, and except as otherwise provided herein, each person or entity² (including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust, or governmental unit³) that holds or asserts a claim against any of the Debtors must file a proof of claim with original signature, substantially conforming to the proof of claim form attached hereto, so that it is actually received by BMC Group, Inc. (“**BMC**”), the approved Bankruptcy Court claims and noticing agent in these chapter 11 cases (the “**Chapter 11 Cases**”), on or before the Bar Dates set forth below. Proofs of Claim must be sent by first-class mail to BMC Group, Inc., Attn: Graceway Claims Processing, PO Box 3020, Chanhassen, MN 55317-3020, or by overnight courier or hand-delivery to BMC Group, Inc., Attn: Graceway Claims Processing, 18750 Lake Drive East, Chanhassen, MN 55137.

To be properly filed, a proof of claim must be filed in the bankruptcy case of the specific Debtor against which the claimant holds or asserts a claim. For example, if a claimant holds or asserts a claim against Graceway Pharmaceuticals, LLC, the proof of claim must be filed against Graceway Pharmaceuticals, LLC in case number 11-13036 (MFW). If a claimant wishes to

² “Entity” has the meaning given to it in Section 101(15) of the Bankruptcy Code.

³ “Governmental Unit” has the meaning given to it in Section 101(27) of the Bankruptcy Code.

assert a claim against more than one Debtor, separate proof of claim forms must be filed against each applicable Debtor.

Proofs of claim will be deemed timely filed only if actually received by BMC on or before the Bar Date associated with such claim. Further, BMC will not accept proofs of claim sent by facsimile, telecopy, e-mail, or other electronic submission, and such claims will not be deemed to be properly filed claims.

General Bar Date. Except as otherwise provided herein, each person or entity, holding or asserting a claim against one or more of the Debtors that arose prior to the Petition Date must file a proof of claim so that it is actually received by BMC on or before [_____], **2011 at 4:00 p.m.** (prevailing Eastern Time) (the “**General Bar Date**”).

Governmental Unit Bar Date. Each governmental unit holding or asserting a claim against one or more of the Debtors that arose prior to the Petition Date must file a proof of claim so that it is actually received by BMC on or before **March 27, 2012 at 4:00 p.m.** (prevailing Eastern Time) (the “**Governmental Bar Date**”).

Amended Schedules Bar Date. If a claim is included in the Debtors’ Schedules or any amendments thereto, and is not included as disputed, contingent, or unliquidated, and, on or after the date on which the Debtors serve this Notice, the Debtors amend or supplement their schedules of assets and liabilities, list of equity holders, and statements of financial affairs (collectively, the “**Schedules**”) (a) to reduce the undisputed, noncontingent, and liquidated amount of such claim, (b) to change the nature or characterization of such claim or the Debtor against whom such claim is scheduled, or (c) to add a new claim to the Schedules, the affected claimant is required to file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim so that the proof of claim is actually received by BMC on or before the later of (i) the General Bar Date and (ii) 21 days after the claimant is served with notice of the applicable amendment or supplement to the Schedules (the “**Amended Schedule Bar Date**”).

Rejection Bar Date. A proof of claim relating to a Debtor’s rejection of an executory contract or unexpired lease pursuant to a Court order entered prior to the applicable Debtor’s plan of reorganization must be filed so that it is actually received by BMC on or before the later of (a) the General Bar Date and (b) thirty (30) days after the effective date of such Court order (the “**Rejection Bar Date**,” and together with the aforementioned bar dates, the “**Bar Dates**”).

For purposes of the Bar Date Order and this Notice, the term “claim” means (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured as of the Petition Date.

The following persons and entities need NOT file a proof of claim:

- a) any person or entity that has already properly filed a proof of claim against the correct Debtor(s) with either BMC or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
- b) any person or entity (i) whose claim is listed in the Debtors' Schedules or any amendments thereto, and (ii) whose claim is not described therein as "disputed," "contingent," or "unliquidated," and (iii) who does not dispute the amount or characterization of its claim (including that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules) as set forth in the Schedules;
- c) any person or entity asserting a claim under Section 503(b)(9) of the Bankruptcy Code on account of prepetition goods received by the Debtors within twenty days of the Petition Date, whose claim is governed by separate order of this Court;
- d) professionals retained by the Debtors or the Committee pursuant to orders of this Court who assert administrative claims for fees and expenses subject to this Court's approval pursuant to Sections 330, 331 and 503(b) of the Bankruptcy Code;
- e) any person or entity that asserts an administrative expense claim against the Debtors pursuant to Section 503(b) of the Bankruptcy Code
- f) current officers and directors of the Debtors who assert claims for indemnification and/or contribution arising as a result of such officers' or directors' prepetition or postpetition services to the Debtors;
- g) any Debtor asserting a claim against another Debtor;
- h) any wholly-owned non-debtor subsidiary of a Debtor asserting a claim against a Debtor (other than a claim against Graceway Canada Holdings, Inc.);
- i) any person or entity whose claim against the Debtors has been allowed by an order of this Court, entered on or before the Bar Dates;
- j) the administrative agent for the lenders under the Debtors' prepetition first lien credit facility and such lenders, in each case, solely with respect to any claim arising under such prepetition first lien credit facility or any agreement related thereto; and
- k) any person or entity holding a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930.

Any person or entity (including, without limitation, any individual, partnership, joint venture, corporation, limited liability company, estate, trust or governmental unit) holding an interest in the Debtors (an “**Interest Holder**”), which interest is based exclusively upon the ownership of common or preferred stock in a corporation, a membership interest in a limited liability company, a general or limited partner interest in a partnership, or warrants or rights to purchase, sell or subscribe to such a security or interest (any such security or interest being referred to in this Notice as an “**Interest**”), need not file a proof of interest on or before the General Bar Date; provided, however, that Interest Holders who wish to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of such Interest, must file proofs of claim on or before the General Bar Date (or, in the case of a governmental unit, the Governmental Bar Date), unless another exception identified in the Bar Date Order applies.

Any person or entity that is required to file a timely Proof of Claim in the form and manner specified by the Bar Date Order and who fails to do so on or before the bar date associated with such claim shall not, with respect to such claim, be treated as a creditor of the Debtors for the purpose of voting on, or receiving distributions under, any chapter 11 plan or plans in these Chapter 11 Cases.

The Debtors reserve the right to (a) dispute, or to assert offsets or defenses against, any claim filed or any claim listed or reflected in the Schedules as to nature, amount, liability, classification, or otherwise; and (b) subsequently designate any claim as disputed, contingent, or unliquidated. Nothing contained in this Notice shall preclude the Debtors from objecting to any filed claim on any grounds.

Acts or omissions of the Debtors, if any, that occurred prior to the Petition Date, including acts or omissions related to any indemnity agreements, guarantees, or services provided to or rendered by the Debtors, may give rise to claims against the Debtors notwithstanding the fact that such claims (or any injuries on which they are based) may be contingent or may not have matured or become fixed or liquidated prior to the Petition Date. Therefore, any person or entity that holds or asserts a claim or a potential claim against the Debtors, no matter how remote or contingent, must file a proof of claim on or before the General Bar Date.

You may be listed as the holder of a claim against the Debtors in the Schedules. If you hold or assert a claim that is not listed in the Schedules or if you disagree with the amount or priority of your claim as listed in the Schedules, or your claim is listed in the Schedules as “contingent,” “unliquidated,” or “disputed,” you must file a proof of claim. Copies of the Schedules and the Bar Date Order are available for inspection during regular business hours at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, [] Floor, 824 Market Street, Wilmington, Delaware 19801. In addition, copies of the Debtors’ Schedules and Bar Date Order may be obtained for a charge through Delaware Document Retrieval, 2 East 7th Street, 2nd Floor, Wilmington, Delaware 19801; viewed and downloaded free of charge on BMC’s dedicated website for the Debtors’ Chapter 11 Cases (www.bmcgroup.com/graceway); or viewed and downloaded for a fee at the Bankruptcy Court’s

website (<http://www.deb.uscourts.gov/>) by following the directions for accessing the ECF system on such website.

Questions concerning the contents of this Bar Date Notice and requests for proofs of claim should be directed to BMC at (888) 909-0100. Please note that BMC'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 claim.

Dated: _____, 2011
Wilmington, Delaware

Respectfully Submitted,

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PROPOSED ATTORNEYS FOR DEBTORS AND
DEBTORS-IN-POSSESSION