

EXHIBIT 2

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
Graceway Pharmaceuticals, LLC, et al.,^{1/})	Case No. 11-13036-PJW
)	
Debtors.)	Jointly Administered
)	
)	

**DECLARATION OF DISINTERESTEDNESS OF
RICHARD T. HORAN, JR. ON BEHALF OF HOGAN LOVELLS US LLP
IN SUPPORT OF RETENTION AS ORDINARY COURSE PROFESSIONAL**

1. I, Richard T. Horan, Jr., hereby declare that the following is true to the best of my knowledge, information and belief:
2. I am a partner with Hogan Lovells US LLP² (the "Firm"), which maintains offices at 555 Thirteenth Street, NW, Washington, D.C. 20004 and elsewhere.
3. This Affidavit is submitted pursuant to the Court's October 17, 2011 Order Authorizing The Debtors To Retain and Compensate Professionals Utilized In The Ordinary Course Of Business.
4. Graceway Pharmaceuticals, LLC, together with its debtor affiliates (the "Debtors") wishes to continue their pre-petition engagement of the firm to advise the

^{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 Hogan Lovells US LLP is a limited liability partnership registered in the District of Columbia. Hogan Lovells refers to the international legal practice comprising Hogan Lovells US LLP, Hogan Lovells International LLP, Hogan Lovells Worldwide Group (a Swiss Verein), and their affiliated businesses.

Debtors regarding matters for which the firm has historically been retained. These include matters relating to the Food and Drug Administration, general health care regulatory, intellectual property, litigation and general commercial and corporate counseling, and the Firm has consented to provide such services.

5. The Firm, through the undersigned and other members of the Firm, has represented and advised the Debtors as counsel for a number of years prior the filing of the petitions for relief herein.

6. The Firm's current, customary hourly rates, subject to change from time to time, range from approximately \$250 for junior associates to \$950 or more for some partners. In the normal course of business, the Firm revises its regular hourly rates as of the first of each year including this upcoming January 1, 2012. Attached hereto as Schedule 6 are the names of the Firm's lawyers who are expected to work on matters for the Debtors and their current billing rates.

7. In preparing this affidavit, we used a set of procedures established by the Firm to determine its connections, if any, to parties that may have interests with respect to a debtor-client or its bankruptcy case. In that regard, the Firm requested and obtained from the Debtors and from their bankruptcy counsel a list of the names of certain parties in interest in these chapter 11 cases (the "Identified Parties").

8. The Firm maintains and systematically updates its conflict check system in the regular course of its business, and it is the regular practice of the Firm to make and maintain these records. The conflict check system maintained by the Firm is designed to include (i) every matter on which it is now or has been engaged, (ii) the entity by which it is now or has been engaged, (iii) the identity of related parties, (iv) the identity of adverse parties and (v) the attorneys in the Firm who are knowledgeable about the matter. It is the policy of the Firm that no new matter may be accepted or opened within the Firm without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and the related and adverse parties. Accordingly, the Firm's conflict check system is intended to assure that the database is updated for every new matter undertaken by the Firm. However, the scope and effectiveness of the system

depend on the timeliness, completeness and accuracy of the information submitted by the attorneys opening new matters.

9. The Firm and Hogan Lovells International LLP have performed services in the past and may perform services in the future, in matters related and unrelated to these chapter 11 cases, for persons that are creditors or other parties in interest in the Debtors' chapter 11 cases including those among the Identified Parties. As part of its customary practice, each of the Firm and Hogan Lovells International LLP is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants, employees of the Debtors, or other parties in interest in these chapter 11 cases. Neither the Firm nor Hogan Lovells International LLP holds, represents or has any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates except as set forth below:

(a) Set forth on Schedule 9 attached hereto are those clients of the Firm and those of Hogan Lovells International LLP listed among the Identified Parties which are currently represented or whose affiliates are currently represented by the Firm or by Hogan Lovells International LLP, or which have been represented by the Firm or by Hogan Lovells International LLP in the past three years. Except where indicated on Schedule 9, the fees received by the Firm from any client identified on Schedule 9 do not represent 1% or more of the annual revenue of the Firm.

(b) Individual attorneys with the Firm may own equity and debt securities issued by the Debtors their affiliates or other parties in interest.

10. To the best of my knowledge, formed after due inquiry, neither I, the Firm, nor any employee thereof has any connection with the Debtors or currently represents any of their creditors, other parties-in-interest, the United States Trustee or any person employed by the Office of the United States Trustee with respect to the matters upon which the Firm is to be engaged, and the Firm, by reason of any direct or indirect relationship to, connection with or interest in the Debtors, does not hold or represent any interest adverse to the Debtors, their estates or any class of creditors or equity interest holders, except as set forth herein.

11. Thus, I believe that the Firm's representation of such entities in matters entirely unrelated to the matters on which the Firm will represent the Debtors will not impair the Firm's ability to represent the Debtors as among the Debtors' ordinary course professionals in these chapter 11 cases.

12. The Firm may in the future represent entities that are creditors of or other parties in interest to of the Debtors in matters related or unrelated to the Debtors and their estates. In such event, the Firm will supplement this disclosure to the Court.

13. The Firm is currently owed approximately \$2,168.07 on account of unbilled prepetition services rendered to and for the Debtors.

14. In light of the foregoing, I believe that the Firm does not hold or represent any interest materially adverse to the Debtors, their estates, creditors, or equity interest holders, as identified to the Firm, with respect to the matters in which the Firm will be engaged.

15. Except as set forth herein, no promises have been received by the Firm or by any partner, associate or other professional thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, and orders of this Court.

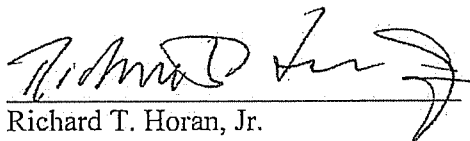
16. The Firm further states that it has not shared, nor agreed to share any compensation received in connection with these chapter 11 cases with another party or person, other than as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016.

17. If the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

18. The foregoing constitutes the statement of the Firm pursuant to sections 329 and 504 of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2014 and 2016(b).

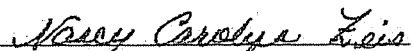
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I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

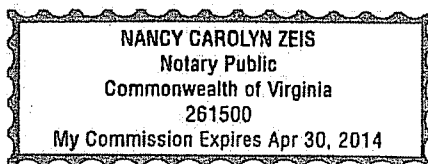

Richard T. Horan, Jr.

Hogan Lovells US LLP
Park Place II
7930 Jones Branch Drive, Ninth Floor
McLean, Virginia 22102
T. 703-610-6100
F. 703-610-6200

Sworn to before me
this 4th day of November, 2011


Notary Public

State of Virginia
County of Fairfax



SCHEDULE 6

ATTORNEY LIST

<u>Attorney</u>	<u>Timekeeper #</u>	<u>Billing Rate</u>
Bianchi, Melissa	01861	630
Brown, James	06486	230
Connally, Thomas	01354	685
Curran, Alice Valder	01670	755
Dolan, Edward	00547	740
Druckman, Michael	03318	640
Fornataro, Matthew	08013	405
Fox, David	03120	700
Franciose, Christopher	03778	505
Horan, Richard	00256	770
Larner, Michael	01510	615
Lyden, Tim	01527	625
Lynn, Carolyn	Trademark Tech Support	80
Pickens, Christopher	03760	445
Raffetto, Joseph	03761	445
Taylor, Cullen	03517	615
Trucksess, Tom	03806	405
Whitescarver, April	03810	375
Yinger, Emily	00655	740

SCHEDULE 9

THE FIRM OR HOGANLOVELLS INTERNATIONAL LLP CURRENTLY REPRESENTS, OR HAS IN THE LAST 3 YEARS REPRESENTED, THE FOLLOWING CREDITORS OR OTHER PARTIES IN INTEREST, OR THEIR AFFILIATES AMONG THE IDENTIFIED PARTIES:

Alvarez & Marsal
Lazard Freres & Co. LLC
Bill & Melinda Gates Foundation Trust By: Babson Capital Management LLC as
Investment Advisor
Microsoft Corp.
Metropolitan Life Insurance Company
PAETEC Communications, Inc.
PricewaterhouseCoopers LLP
Ropes & Grey, LLP
Sidley Austin LLP
Morgan Lewis & Bockius LLP
AIMCOL CLO Series 2005 A
AIMCO CIO Series 2006 A
Allstate
Allstate Life Insurance Company
Babson
Babson Capital Management LLC
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 CLO Ltd 2003-1
Babson Mid Market CLO Ltd 2007 II
Bank of America
Bank of America NA
Bank of America NA Deal Plug
Bank of America Trade
Barclays **
Barclays Bank PLC **
BNY Mellon Special Situations
CITIBANK N.A.
CITIGROUP
Credit Suisse Loan Funding LLC
Camulos

Camulos Capital, LP
Camulos Loan Vehicle I Ltd
Canaras
Canaras Summit CLO Ltd
Deerfield
Deerfield Capital
Deerfield Capital management
Deerfield International Limited
Deerfield Partners LP
Deutsche Bank
Deutsche Bank AG
Deutsche Bank AG Cayman Island
Deutsche Bank Trust Company Americas fka Deutsche Bank Trust Co. Americas
Duquesne
Duquesne Capital Management
Eaton Vance
Eaton Vance - Senior Debt Port
Eaton Vance - SFRT
Eaton Vance CDO IX Ltd
Eaton Vance CDO VII Plc
Eaton Vance CDO VIII
Eaton Vance CDO VIII Ltd
Eaton Vance CDO X Plc
Eaton Vance Credit Opps Fund
Eaton Vance Floating Rate Income Trust
Eaton Vance Institutional Senior Loan Fund
Eaton Vance Limited Duration
Eaton Vance Limited Duration Income Fund
Eaton Vance Loan Opportunities Fund Ltd
Eaton Vance Management
Eaton Vance Management/CHI
Eaton Vance Medallion Floating Rate Income Portfolio
Eaton Vance Mgmt./NY
Eaton Vance Senior Floating-Rate Trust
Eaton Vance Senior Income Trust
Eaton Vance Vt Floating-Rate Income Fund
General Electric Capital Corporation
Goldman Sachs
Goldman Sachs Asset Management CLO PLC
Goldman Sachs Asset Mgt.
Goldman Sachs Bank USA
Goldman Sachs Credit Partners, L.P.
Goldman Sachs Group, Inc.
Hamilton
Hamilton – OWS CLO I Ltd.
Hamilton – OWS II Ltd.

Invesco:
Jefferies
Jefferies & Co.
JP Morgan Chase
JPMorgan Chase Bank National Association
Macquarie Bank Ltd.
Macquarie CAF Lending Division
Marathon
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
Massachusetts Mutual Life Insurance Co.
Morgan Stanley Investment Management
Morgan Stanley SR Fund
Morgan Stanley Senior Funding Inc
Pacifica CDO II Ltd
Pacifica CDO IV Ltd
Pacifica CDO V Ltd
Orix
Orix Finance Corp
PIMCO
Pioneer
Pioneer Investment
Pioneer Investment Management
Pioneer Series Trust VI – Pioneer Floating Rate Fund
Pointstate Capital LP
Pointstate Fund LP
Pyramis Floating Rate High Income Commingled Pool
Prudential
Stanfeld
Stanfield - Bristol CLO, Ltd
Stanfield - Daytona CLO
Stanfield - McLaren CLO, Ltd.
Stanfield - XI Re Europe Ltd
Stanfield Arnage CLO Ltd
Stanfield Azure CLO Ltd
Stanfield Bristol CLO Ltd
Stanfield Capital Partners LLC
Stanfield Carrera
Stanfield Carrera CLO Limited
Stanfield Daytona CLO Ltd
Stanfield McLaren CLO Ltd
Stanfield Modena CLO

Stanfield Modena CLO Ltd
Stanfield Vantage CLO
Stanfield Vantage CLO Ltd
Stanfield Veyron CLO
Stanfield Veyron CLO Ltd
UBS
UBS AG
UBS AG, Stamford
UBS AG Stamford Branch
US Bank Loan Fund M Master Trust
XL RE Europe Limited
Westwood CDO II Ltd
GTCR Fund VIII, L.P.
GTCR Fund IX/A, L.P.
GTCR Fund VIII/B,
ACE American Insurance Company
ACE Fire Underwriters Insurance Company
ACE Indemnity Insurance Company
ACE Medical Risk
ACE Property and Casualty Insurance Company
Ace USA
ACE USA International Advantage
ACE USA Professional Risk
ACE USA U.S. International
Illinois Union ACE
Illinois Union Insurance Company
Chartis
Chartis Broker Services
Chartis Insurance
CHUBB
Federal Insurance Co.
The Hartford
Harford Accident and Indemnity Company
Harford Underwriters Insurance Company
Hartford Casualty Insurance Company
Hartford Fire Insurance Company
Hartford Insurance Company of the Midwest
Hartford Technology Practice
(ACE) Insurance Company of North America
3M
McKesson Patient Relationship Solutions
DPT Laboratories, Ltd.
California Department of Health
Wright Express
SDI Health LLC:
AT&T Mobility

ADP:
CVS Pharmacy Inc.
Century Link:
Concur Technologies Inc.
AON Corporation
Aetna Health Management:
AnswerThink:
Division of Medical Assistance
FedEx:
Edwards Angell Palmer & D
Edwards Angell Palmer and Dodge
Fidelity Information Services:
DPT
DPT Laboratories
DPT Laboratories, LTD
Fisher Clinical Services:
Meda AB:
High Performance Technologies
IMS Health Inc.:
Medco Health Solutions:
McDermott Will & Emery:
Kirkland & Ellis LLP
MediMedia Information Technologies Group
Gleacher & Company Securities Inc.
Honeywell:
Haymarket Media, Inc.
Schoeneckers, Inc.:
Elsevier Inc.:
AXA Private Equity
American Express
American Express Travel Related Services Company, Inc.
CIGNA Corp.
Wells Fargo:
Nycomed US Inc.:
Perrigo Company
Perrigo Israel Pharmaceuticals, Ltd.
Cardinal:
CareFirst BlueChoice (Maryland)
CareFirst BlueChoice (Delaware)
Gilead
Gilead Sciences, Inc.
Pfizer
Wal-Mart Stores, Inc.
Sprint
Sidley Austin LLP
SDI Health LLC

Source Healthcare Analytics Inc.
Verizon
Reuters Limited
Waste Management of Tri Cities:
Wright Express:
University of California at Irvine
University of Maryland
University of Texas Southwestern Medical Center
University of Texas MD Anderson Cancer Center
Women's Health Care, Inc.
Women's Health Practice
Women's Health Research
Women's Health Research Center
CNA
Columbia Casualty Company (CNA)
RLI Insurance Company
Alabama Department of Revenue
Alabama Medicaid Agency
D.C. Treasurer Government of D.C. Office of Tax & Revenue
Maryland Board of Pharmacy:
Kansas Department of Revenue
Kansas Health Policy Authorities
Louisiana Department of Health
Michigan Department of Treasury
Missouri Department of Revenue Taxation Division
MO Division of Medical Service
Pennsylvania Department of Revenue
People of the State of California, Pharmacy Board Contingent Fund
Missouri Department of Revenue Taxation Division
MO Division of Medical Service
Oklahoma Health Care Authority
Konica Milota Premier Finance
BBVA Bancomer
Bank of Montreal
Medicis Pharmaceutical Corporation
KV Pharmaceuticals
New York University Medical Center
Mission Pharmacal, Co.
Mount Sinai School of Medicine:
Humana
Peyton's, A Division of the Kroger Company
Publix:
RxAmerica
RxSolutions
Sciele
TRIAX Pharmaceuticals

Xanodyne Pharmaceuticals, Inc.

***** Denotes a client of Firm or of Hogan Lovells International LLP that, alone or with its affiliates, accounted for more than one percent (1%) of the 2010 revenues of Firm and Hogan Lovells International LLP.***