IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
GRACEWAY PHARMACEUTICALS, LLC, *et al*.,	:	Case No. 11-13036 (PJW) (Jointly Administered)
Debtors.	:	
	:	Hearing Date: 11/22/11 at 11:00 a.m.
	:	Response Date: 11/11/11 at 4:00 p.m.

OBJECTION BY THE TENNESSEE DEPARTMENT OF FINANCE AND ADMINISTRATION AND THE TENNESSEE DEPARTMENT OF TENNCARE TO THE DEBTORS' AMENDED NOTICE OF (I) CURE AMOUNT WITH RESPECT TO EXECUTORY CONTRACTS TO BE ASSUMED AND ASSIGNED AND (II) POTENTIAL ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS

COMES NOW the Office of the Tennessee Attorney General, through undersigned counsel, on behalf of the Tennessee Department of Finance and Administration and the Tennessee Department of TennCare (TN Departments), to object to the Debtors' Amended Notice of (I) Cure Amount with Respect to Executory Contracts to be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts.

IN SUPPORT THEREOF, it will be shown as follows:

1. The Department of TennCare is a pre-petition creditor in an amount estimated at or around 165,000.00, but has not yet filed a claim. The Attorney General's office is still determining the amount due to the Department of Finance and Administration. Therefore the TN Departments object to the proposed cure amounts of $0.00.

2. The TN Departments further object to the potential assumption and assignment of each of their executory contracts. The TN Departments are not aware of the identity of the potential Successful Bidders. Due to the regulation and complexity of State bidding procedures

and contracts, the Departments need time to review the contracts in light of the qualifications of the potential Successful Bidders in order to comply with State Law.

THEREFORE, the TN Departments request that the Court enter an Order overruling the Debtors' Amended Notice of (I) Cure Amount with Respect to Executory Contracts to be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts with respect to the contracts of the TN Departments and such further relief as the Court deems necessary.

This the 10th day of November, 2011.

Respectfully Submitted,

Tennessee Attorney General
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The Tennessee Department of TennCare

CERTIFICATE OF SERVICE

I hereby certify that on November 10, 2011, a true and correct copy of the foregoing document was sent via facsimile and/or electronic means and/or placed in United States mail, first class postage prepaid, addressed to the following parties:

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