

Exhibit D

Letter from A. Weis to M. Joyce and M. Miller, Dated November 7, 2011

LATHAM & WATKINS^{LLP}

November 7, 2011

VIA E-MAIL AND FEDEX

Michael J. Joyce
Cross & Simon, LLC
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Mark D. Miller
The BeinhakerMiller Law Firm, LLC
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Re: Graceway Pharmaceuticals, LLC, Case No. 11-13036 (PJW)

Messrs. Joyce and Miller:

On September 29, 2011, Graceway Pharmaceuticals, LLC (together with its affiliated debtors, the “Debtors”) filed a motion seeking, among other things, authorization to sell certain of the Debtors’ assets to a stalking horse bidder or other successful purchaser [Docket No. 12] (the “Sale Motion”). On November 4, 2011, your client, Metaphor, Inc. (“Metaphor”), filed the *Limited Objection of Metaphor, Inc. to the Debtors’ Motion to Approve the Terms of Sale Pursuant to an Asset Purchase Agreement Dated September 27, 2011 Between Graceway Pharmaceuticals and Graceway Canada Company* [Docket No. 202] (the “Objection”) in response to the Sale Motion.

The Objection refers vaguely to “certain intellectual property” and “copyrights” purportedly owned by Metaphor. See, e.g., Objection, ¶¶ 6, 15, 17, 18, 20, 23, 25, 26, 31. However, the Objection fails to identify the specific materials in which Metaphor claims ownership and the basis for any such claims. As a result, the Debtors are unable to meaningfully evaluate the merits of the Objection.

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So that the Debtors can properly evaluate the merits of the Objection in a timely manner, the Debtors require certain information from Metaphor. No later than November 10, 2011, please provide the undersigned with the following information and documentation (collectively, the "Requested Materials"):

- a list of any and all intellectual property that Metaphor claims to own;
- for each piece of intellectual property identified, the basis for Metaphor's ownership claim; and
- any and all documentation supporting Metaphor's claims that it owns the identified intellectual property, including any registrations of such materials and/or correspondence with the Debtors relating to such materials or the creation thereof.

The Debtors seek to resolve this matter without the involvement of the bankruptcy court. The Debtors also seek to avoid the cost of unnecessary litigation. In furtherance thereof, the Debtors hope that Metaphor will voluntarily provide the Debtors with the Requested Materials in a timely manner. However, to the extent that the Debtors do not timely receive the Requested Materials, the Debtors reserve all of their rights and remedies with respect to the Objection and otherwise.

Very truly yours,



Alicia C. Weis
of LATHAM & WATKINS LLP

cc (via e-mail):

John Bellamy
Josef Athanas
Michael Nestor
Juliet Sarkessian
My Chi To
Scott Charles
Michael Benn
Jason Teele