

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:)	Chapter 11
Graceway Pharmaceuticals, LLC., <i>et al.</i> ,)	Case No. 11-13036 (PJW)
Debtors.)	Jointly Administered
)	Related to Docket Nos. 12, 202 & 263

**FIRST LIEN AGENT'S JOINDER TO DEBTORS'
RESPONSE TO THE METAPHOR, INC. SALE OBJECTION**

Bank of America, N.A., as administrative and collateral agent (the "First Lien Agent") under the Debtors' First Lien Credit Agreement dated as of May 3, 2007, hereby joins in the *Debtors' Response to 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. 263].

WHEREFORE, the First Lien Agent respectfully requests that the Court overrule Metaphor Inc.'s objection, grant the Debtors' motion, and grant such further relief as the Court deems just, proper, and equitable.

Dated: November 17, 2011
Wilmington, DE

DLA PIPER LLP (US)

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- and -

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