

**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 (PJW)

Jointly Administered

**NOTICE OF AMENDED² AGENDA OF MATTERS SCHEDULED
FOR HEARING ON NOVEMBER 22, 2011 AT 11:00 A.M. (ET)**

UNCONTESTED MATTER WITH CERTIFICATE OF NO OBJECTION

1. Debtors' Motion for Entry of an Order (A) Authorizing Procedures by which the Debtors May Reject Certain Unexpired Leases and Executory Contracts and (B) Approving the Form and Manner of Rejection Notice [D.I. 173; 10/31/11]

Related Documents:

- a) Certificate of No Objection [D.I. 268; 11/17/11]

Objection Deadline: November 14, 2011 at 4:00 p.m.

Objections/Responses Received: None.

Status: A certificate of no objection has been filed. No hearing is necessary.

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), Case No. 11-13037 (PJW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (PJW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (PJW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (PJW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (PJW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (PJW); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (PJW). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620 (Attn: John Bellamy). On October 4, 2011, Graceway Canada Company filed an application in the Ontario Superior Court of Justice (Commercial List) pursuant to the *Courts of Justice Act*, R.S.O. 1990, c. C. 43.

² Amended items appear in bold.

UNCONTESTED MATTER GOING FORWARD

2. Application Pursuant to Fed. R. Bankr. P. 2014(a) for Order Under Section 1103 of the Bankruptcy Code Authorizing the Employment and Retention of Stikeman Elliott LLP as Special Canadian Counsel to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to November 6, 2011 [D.I. 240; 11/10/11]

Related Documents:

- a) Order Shortening Notice of Retention Application for Committee Professionals [D.I. 258; 11/14/11]
- b) **Affidavit of Ashley John Taylor in Support of Application Pursuant to Fed. R. Bankr. P. 2014(a) for Order Under Section 1103 of the Bankruptcy Code Authorizing the Employment and Retention of Stikeman Elliott LLP as Special Canadian Counsel to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to November 6, 2011 [D.I. 281; 11/18/11]**

Objection Deadline: November 17, 2011 at 4:00 p.m.

Objections/Responses Received:

- c) **Informal comments by the U.S. Trustee**

Status: With respect to item (c), this matter has been resolved. As no other comments have been received, pursuant to local rules the Committee intends to file a certification of counsel on November 21, 2011 after 4:00 p.m.

3. Motion of the Official Committee of Unsecured Creditors to File Under Seal the Unredacted Version of the Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of an Order Determining the Value of the Assets of Graceway Canada Company Proposed to be Purchased Under the Stalking Horse Asset Purchase Agreement [D.I. 256; 11/14/11]

Related Documents:

- a) Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of an Order Determining the Value of the Assets of Graceway Canada Company Proposed to be Purchased Under the Stalking Horse Asset Purchase Agreement [D.I. 255; 11/14/11]
- b) Order Shortening Notice and Objection Period Regarding Motion of the Official Committee of Unsecured Creditors to File Under Seal the Unredacted Version of the Objection of the Official Committee of

Unsecured Creditors to Debtors' Motion for Entry of an Order Determining the Value of the Assets of Graceway Canada Company Proposed to be Purchased Under the Stalking Horse Asset Purchase Agreement [D.I. 262; 11/15/11]

Objection Deadline: November 21, 2011 at 12:00 p.m.

Objections/Responses Received: None to date.

Status: This matter will be going forward.

CONTESTED MATTERS GOING FORWARD

4. Debtors' Motion for Entry of (I) an Order Approving and Authorizing (A) Bidding Procedures in Connection with the Sale of Certain Assets of the Debtors, (B) Stalking Horse Bid Protections, (C) The Form and Manner of Notice of the Sale Hearing, and (D) Other Related Relief; and (II) An Order Authorizing (A) The Sale of Certain Assets of the Debtors Free and Clear of All Claims, Liens, Liabilities, Rights, Interests and Encumbrances, (B) The Debtors to Enter Into and Perform Their Obligations Under the Asset Purchase Agreement, (C) The Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases, and (D) Granting Related Relief [D.I. 12; 9/29/11]

Related Documents:

- a) Order Approving and Authorizing (A) Bidding Procedures in Connection with the Sale of Certain Assets of the Debtors, (B) Stalking Horse Bid Protections, (C) The Form and Manner of Notice of the Sale Hearing, and (D) Other Related Relief [D.I. 119; 10/17/11]

Objection Deadline: November 4, 2011 at 4:00 p.m. [Extended for the Committee to November 14, 2011 at 4:00 p.m.]

Objections/Responses Received:

- b) Limited Objection of Fougere Pharmaceuticals Inc. to Debtors' Motion for Entry of (I) an Order Approving and Authorizing (A) Bidding Procedures in Connection with the Sale of Certain Assets of the Debtors, (B) Stalking Horse Bid Protections, (C) The Form and Manner of Notice of the Sale Hearing, and (D) Other Related Relief; and (II) An Order Authorizing (A) The Sale of Certain Assets of the Debtors Free and Clear of All Claims, Liens, Liabilities, Rights, Interests and Encumbrances, (B) The Debtors to Enter Into and Perform Their Obligations Under the Asset Purchase Agreement, (C) The Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases, and (D) Granting Related Relief [D.I. 200; 11/4/11]

- c) 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 [D.I. 202; 11/4/11]
- d) Limited Objection by Ei Inc. to Debtors' Motion for Entry of (I) an Order Approving and Authorizing (A) Bidding Procedures in Connection with the Sale of Certain Assets of the Debtors, (B) Stalking Horse Bid Protections, (C) The Form and Manner of Notice of the Sale Hearing, and (D) Other Related Relief; and (II) An Order Authorizing (A) The Sale of Certain Assets of the Debtors Free and Clear of All Claims, Liens, Liabilities, Rights, Interests and Encumbrances, (B) The Debtors to Enter Into and Perform Their Obligations Under the Asset Purchase Agreement, (C) The Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases, and (D) Granting Related Relief [D.I. 207; 11/4/11]
- e) Limited Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of (I) An Order Approving and Authorizing (A) Bidding Procedures in Connection with the Sale of Certain Assets of the Debtors, (B) Stalking Horse Bid Protections, (C) The Form and Manner of Notice of the Sale Hearing, and (D) Other Related Relief; and (II) An Order Authorizing (A) The Sale of Certain Assets of the Debtors Free and Clear of All Claims, Liens, Liabilities, Rights, Interests and Encumbrances, (B) The Debtors to Enter Into and Perform Their Obligations Under the Asset Purchase Agreement, (C) The Debtors to Assume and Assign Certain Executory Contracts and Unexpired Leases, and (D) Granting Related Relief [D.I. 259; 11/14/11]
- f) 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 [D.I. 263; 11/16/11]
- g) First Lien Agent's Joinder to Debtors' Response to the Metaphor, Inc. Sale Objection [D.I. 270; 11/17/11]
- h) Declaration of Nick Calandrillo in Support of Metaphor Inc.'s Limited Objection 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 [D.I. 274; 11/17/11]
- i) Informal Response of the United States Trustee
- j) Informal Response of the Environmental Protection Agency

Additional Pleadings:

- k) **Notice of Successful Bidder [D.I. 280; 11/18/11]**
- l) **Notice of Assumption and Assignment of Executory Contracts [D.I. 282; 11/19/11]**

Status: With respect to items (b) and (j), this matter has been consensually resolved by the parties with the inclusion of agreed upon language in the form of sale order. With respect to item (d), the Debtors hope to reach a consensual resolution prior to the hearing; however, as of this filing this matter will be going forward. **With respect to item (e), subject to the approval of the Valuation Motion (including the parties' statements on the record regarding the consensual resolution of the Creditors' Committee's Objection in connection therewith), the Creditors' Committee will not be proceeding with its Limited Objection to the Sale Motion.** With respect to the remaining responses, this matter will be going forward. **The Debtors will have a live witness available to testify in support of the Sale Motion and any unresolved objections thereto.**

- 5. Debtors' Motion for Entry of an Order Determining the Value of the Assets of Graceway Canada Company Proposed to be Purchased Under the Stalking Horse Asset Purchase Agreement [D.I. 134; 10/17/11]

Related Documents:

- a) Amended Notice of Motion [D.I. 144; 10/20/11]
- b) Supplement to Debtors' Motion for Entry of an Order Determining the Value of the Assets of Graceway Canada Company Proposed to be Purchased Under the Stalking Horse Asset Purchase Agreement [D.I. 153; 10/25/11]
- c) Notice of Rescheduled Hearing [D.I. 193; 11/1/11]

Objection Deadline: October 31, 2011 at 4:00 p.m. [Extended for the Committee to November 14, 2011 at 4:00 p.m.]

Objections/Responses Received:

- d) Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of an Order Determining the Value of the Assets of Graceway Canada Company Proposed to be Purchased Under the Stalking Horse Asset Purchase Agreement [D.I. 255; 11/14/11]

Status: **The Creditors' Committee's objection to the Valuation Motion has been consensually resolved to the satisfaction of the Debtors, the First Lien Agent, the Creditors' Committee and the Canadian Receiver. The parties will make statements on the record setting forth the terms and conditions of such consensual resolution.**

6. Notice of (I) Cure Amount with Respect to Executory Contracts to be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts [D.I. 141; 10/20/11]

Related Documents:

- a) 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 [D.I. 148; 10/21/11]
- b) Second 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 [D.I. 231; 11/9/11]

Objection Deadline: November 11, 2011 at 4:00 p.m. [Extended to November 22, 2011 at 11:00 a.m. with respect to the Second Amended Notice]

Objections/Responses Received: See Exhibit A attached hereto.

Status: Please refer to the attached Exhibit A.

Dated: November 18, 2011
Wilmington, Delaware

Respectfully Submitted,



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ATTORNEYS FOR DEBTORS AND
DEBTORS-IN-POSSESSION

Exhibit A

	Response, Docket No., Date	Status
c.	Objection of Ei Inc. [D.I. 226; 11/8/11]	The Debtors hope to reach a consensual resolution prior to the hearing.
d.	Objection of StayinFront, Inc. [D.I. 232; 11/10/11]	The Purchaser has informed the Debtors that it will not be seeking assignment of the subject contract(s) and as a result the Debtors do not intend to assume the subject contract(s). Therefore, this objection is moot.
e.	The Ohio Department of Job and Family Services', Limited Objection [D.I. 234; 11/10/11]	The Purchaser has informed the Debtors that it will not be seeking assignment of the subject contract(s) and as a result the Debtors do not intend to assume the subject contract(s). Therefore, this objection is moot.
f.	RX Solutions Inc.'s Objection [D.I. 236; 11/10/11]	The Purchaser has informed the Debtors that it will not be seeking assignment of the subject contract(s) and as a result the Debtors do not intend to assume the subject contract(s). Therefore, this objection is moot.
g.	Objection by the Tennessee Department of Finance and Administration and the Tennessee Department of TennCare [D.I. 239; 11/10/11]	The Purchaser has informed the Debtors that it will not be seeking assignment of the subject contract(s) and as a result the Debtors do not intend to assume the subject contract(s). Therefore, this objection is moot.
h.	Objection of McKesson Corporation and McKesson Specialty Arizona, Inc. [D.I. 243; 11/11/11]	The Purchaser has informed the Debtors that it will not be seeking assignment of the subject contract(s) and as a result the Debtors do not intend to assume the subject contract(s). Therefore, this objection is moot.

i.	Caremark Entities' Objection [D.I. 245; 11/11/11]	The Purchaser has informed the Debtors that it will not be seeking assignment of the subject contract(s) and as a result the Debtors do not intend to assume the subject contract(s). Therefore, this objection is moot.
j.	Objection of Cardinal Health [D.I. 246; 11/11/11]	The Purchaser has informed the Debtors that it will not be seeking assignment of the subject contract(s) and as a result the Debtors do not intend to assume the subject contract(s). Therefore, this objection is moot.
k.	AmerisourceBergen Drug Corporation's Objection [D.I. 247; 11/11/11]	The Purchaser has informed the Debtors that it will not be seeking assignment of the subject contract(s) and as a result the Debtors do not intend to assume the subject contract(s). Therefore, this objection is moot.
l.	Objection of 3M Company [D.I. 248; 11/11/11]	The Debtors hope to reach a consensual resolution prior to the hearing.
m.	Objection of 3M Innovation Singapore Pte. Ltd [D.I. 249; 11/11/11]	Resolved.
n.	Objection of Prime Therapeutics LLC [D.I. 253; 11/14/11]	The Purchaser has informed the Debtors that it will not be seeking assignment of the subject contract(s) and as a result the Debtors do not intend to assume the subject contract(s). Therefore, this objection is moot.
o.	Objection of Prime Therapeutics LLC [D.I. 254; 11/14/11]	The Purchaser has informed the Debtors that it will not be seeking assignment of the subject contract(s) and as a result the Debtors do not intend to assume the subject contract(s). Therefore, this objection is moot.

p.	Objection of United States on behalf of Secretary of Health and Human Services [D.I. 265; 11/17/11]	The Purchaser has informed the Debtors that it will not be seeking assignment of the subject contract(s) and as a result the Debtors do not intend to assume the subject contract(s). Therefore, this objection is moot.
	Informal Response of the State of Illinois, Department of Healthcare and Family Services	The Purchaser has informed the Debtors that it will not be seeking assignment of the subject contract(s) and as a result the Debtors do not intend to assume the subject contract(s). Therefore, this objection is moot.
	Informal Response of Enterprise Fleet Management	The Purchaser has informed the Debtors that it will not be seeking assignment of the subject contract(s) and as a result the Debtors do not intend to assume the subject contract(s). Therefore, this objection is moot.
	Informal Response of PPD Medical Communications	Resolved.
	Informal Response of Biokosmes S.R.L.	Resolved.
	Informal Response of Cigna Healthcare	The Purchaser has informed the Debtors that it will not be seeking assignment of the subject contract(s) and as a result the Debtors do not intend to assume the subject contract(s). Therefore, this objection is moot.
	Informal Response of Ventiv Commercial Services, LLC	The Purchaser has informed the Debtors that it will not be seeking assignment of the subject contract(s) and as a result the Debtors do not intend to assume the subject contract(s). Therefore, this objection is moot.

	Informal Response of Express Scripts	The Purchaser has informed the Debtors that it will not be seeking assignment of the subject contract(s) and as a result the Debtors do not intend to assume the subject contract(s). Therefore, this objection is moot.
	Informal Response of Prosoft Software, Inc.	Resolved.