

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

GRACEWAY PHARMACEUTICALS, LLC,  
*et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 11-13036 (PJW)

Jointly Administered

**NOTICE OF CLOSING OF SALE OF SUBSTANTIALLY ALL  
OF THE DEBTORS' ASSETS TO MEDICIS PHARMACEUTICAL CORPORATION**

**PLEASE TAKE NOTICE** that, on November 22, 2011, the Court entered the *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* [Docket No. 306] which authorized the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) to sell substantially all of their assets (the “**Sale**”) pursuant to the Asset Purchase Agreement, dated November 18, 2011 (the “**Agreement**”),<sup>2</sup> by and among the Debtors and Medicis Pharmaceuticals Corporation.

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<sup>1</sup> 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 (MFW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (MFW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (MFW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (MFW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (MFW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (MFW); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (MFW). 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.

<sup>2</sup> Capitalized terms used, but not defined, herein shall have the meanings ascribed to them in the Agreement. A copy of the Agreement appears at Docket No. 306.

**PLEASE TAKE FURTHER NOTICE** that on December 2, 2011, the Sale was consummated in accordance with the terms of the Agreement. December 2, 2011 is the “Closing Date” as that term is defined in the Agreement.

Dated: December 2, 2011  
Wilmington, Delaware

Respectfully Submitted,

/s/ Morgan L. Seward

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**ATTORNEYS FOR DEBTORS  
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