

**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

Hearing Date: December 28, 2011 at 11:30 a.m. (ET)  
[Requested]

Objection Deadline: December 23, 2011 at 4:00 p.m. (ET)  
[Requested]

**NOTICE OF MOTION**

TO: (A) THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (B) FINANCING COUNSEL TO THE ADMINISTRATIVE AGENT FOR THE LENDERS UNDER THE DEBTORS' PREPETITION FIRST LIEN CREDIT FACILITY; (C) SPECIAL RESTRUCTURING AND BANKRUPTCY COUNSEL TO THE ADMINISTRATIVE AGENT FOR THE LENDERS UNDER THE DEBTORS' PREPETITION FIRST LIEN CREDIT FACILITY; (D) COUNSEL TO THE ADMINISTRATIVE AGENT FOR THE LENDERS UNDER THE DEBTORS' PREPETITION SECOND LIEN CREDIT FACILITY; (E) THE ADMINISTRATIVE AGENT FOR THE LENDERS UNDER THE DEBTORS' PREPETITION UNSECURED MEZZANINE CREDIT FACILITY; (F) THE COMMITTEE; (G) THE CREDITORS LISTED ON THE DEBTORS' CONSOLIDATED LIST OF 30 LARGEST UNSECURED CREDITORS, AS FILED WITH THE DEBTORS' CHAPTER 11 PETITIONS; (H) THE FOOD AND DRUG ADMINISTRATION; (I) THE INTERNAL REVENUE SERVICE; (J) COUNSEL TO EDWARDS WILDMAN PALMER LLP; AND (K) ALL PARTIES REQUESTING NOTICE PURSUANT TO BANKRUPTCY RULE 2002

**PLEASE TAKE NOTICE** that the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") have filed the attached **Debtors' Motion Pursuant to Sections 105 and 363 of the Bankruptcy Code and Bankruptcy Rule 9019, for an Order Authorizing the Debtors to Enter into an Agreement with Edwards Wildman Palmer LLP** (the "Motion") with the United States Bankruptcy Court for the District of Delaware.

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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 (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.

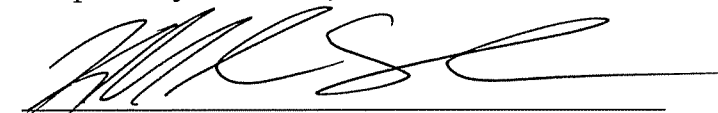
**PLEASE TAKE FURTHER NOTICE** that objections to the Motion, if any, are requested to be filed on or before **December 23, 2011 at 4:00 p.m. (ET)** (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must also serve a copy of the response upon the undersigned counsel to the Debtors so that the response is received on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE MOTION IS REQUESTED TO BE HELD DECEMBER 28, 2011 AT 11:30 A.M. (ET), BEFORE THE HONORABLE PETER J. WALSH, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 6TH FLOOR, COURTROOM NO. 2, WILMINGTON, DELAWARE 19801.**

**PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THIS COURT MAY GRANT THE RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.**

Dated: December 14, 2011  
Wilmington, Delaware

Respectfully Submitted,



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-and-

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