

# EXHIBIT D

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re:

GRACEWAY PHARMACEUTICALS, LLC,  
et al.,

Debtors.

Chapter 11

Case No. 11-13036 (PJW)

Jointly Administered

**CERTIFICATION OF COUNSEL**

S. Jason Teele, Esq., pursuant to 28 U.S.C. § 1746, states as follows:

1. I am a member of the law firm of Lowenstein Sandler PC, counsel to the Official Committee of Unsecured Creditors in the above-captioned matter. I submit this Certification in connection with Lowenstein Sandler PC's second monthly application for allowance of compensation and reimbursement of expenses for the period of November 1, 2011 through November 30, 2011.

2. In accordance with 18 U.S.C. § 155 and the Rules of this Court, neither I nor any attorney of my firm has entered into any agreement, written or oral, express or implied, with the Debtors, any creditor, or any other party in interest, or any attorney of such person, for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the assets of the Debtors.

3. In accordance with section 504 of the Bankruptcy Code, no agreement or understanding exists between me, my firm or any attorney thereof, on the one hand, and any other person, on the other hand, for the division of such compensation as my firm may receive from the Court herein, nor will any division of fees prohibited by section 504 of the Bankruptcy Code be made by me, or any partner or associate of my firm.

4. I have reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware and certify to the best of my knowledge and belief that this application complies with Local Rule 2016-2.

I certify, under penalty of perjury, that the foregoing statements made by me are true to the best of my knowledge, information, and belief.

Dated: January 11, 2012

/s/ S. Jason Teele  
S. Jason Teele, Esq.