

**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

Docket Ref. No. 377

**CERTIFICATION OF COUNSEL REGARDING SECOND MONTHLY APPLICATION
OF EDWARDS WILDMAN PALMER LLP AS SPECIAL INTELLECTUAL
PROPERTY COUNSEL TO THE DEBTORS FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR
THE INTERIM PERIOD OCTOBER 1, 2011 THROUGH OCTOBER 31, 2011**

On December 16, 2011, Edwards Wildman Palmer LLP (“**EWP**”), special intellectual property counsel for the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), filed the *Second Monthly Application of Edwards Wildman Palmer LLP as Special Intellectual Property Counsel to the Debtors for Allowance of Compensation and Reimbursement of Expenses Incurred for the Interim Period October 1, 2011 through October 31, 2011* [Docket No. 377] (the “**Application**”). The Application—as initially filed—seeks allowance of interim fees in the amount of \$130,788.00 and interim expenses in the amount of \$39,523.29. Objections to the Application, if any, were required to be filed on or before January 5, 2012 at 4:00 p.m. (ET) (the “**Objection Deadline**”).

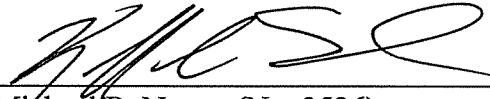
¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175), Case No. 11-13037 (PJW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (PJW); Graceway 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.

Prior to the Objection Deadline, the Office of the United States Trustee (the “**U.S. Trustee**”) requested additional information regarding certain of the fees and expenses included in the Application. On January 10, 2012, EWP provided the U.S. Trustee with responses to the U.S. Trustee’s questions. The U.S. Trustee had some remaining concerns regarding \$16,294.36 of the requested expenses (the “**Disputed Expenses**”). The parties agreed to adjourn EWP’s request for payment of the Disputed Expenses until the first quarterly fee hearing scheduled in these cases. The U.S. Trustee has confirmed that she has no objection to the requested fees, nor to the undisputed portion of the requested expenses. Accordingly, EWP has revised its expense reimbursement request to reduce such amount by \$16,294.36 and now seeks reimbursement of \$23,228.93 in expenses (the “**Revised Expenses Amount**”) in connection with the Application.

With the exception of the U.S. Trustee’s informal comments, the Court’s docket, which was last updated January 12, 2012, reflects that no answer, objection or other responsive pleading to the Application was filed prior to the Objection Deadline. Accordingly, pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* entered on October 17, 2011 [Docket No. 127], the Debtors are now authorized to pay 80% (\$104,630.40) of requested interim fees (\$130,788.00) and 100% of undisputed requested interim expenses (\$23,228.93) on an interim basis without further Court order.

Dated: January 12, 2012
Wilmington, Delaware

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