
EXHIBIT A

233 S. Wacker Drive, Suite 5800
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LATHAM & WATKINS LLP

INVOICE

December 31, 2011

Graceway Pharmaceuticals, LLC
340 Martin Luther King Jr. Blvd., Suite 500
Bristol, TN 37620

Tax identification No: 95-2018373

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Please identify your check or wire transfer with the following numbers:

Invoice No. 120500359

File No. 048081-0101

For professional services rendered through December 31, 2011
re: Case Administration

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/01/11	DSH	2.90	CALL REGARDING GOVERNANCE WITH P. BASTA (.3); WORK ON GOVERNANCE STRUCTURES (1.1) AND PAYMENT ISSUES (.6); PARTICIPATE IN BOARD CALL (.9)
12/01/11	ACW	3.70	EMAILS WITH C. DESCOURS REGARDING FINAL DIP ORDER (0.1); EMAILS WITH K. COYLE REGARDING FILING OF MOTION TO REJECT AND 9019 MOTION (0.2); TELEPHONE CONFERENCE WITH J. SCHMALTZ, COMPANY, AND M. WARREN REGARDING LIST OF CONTRACTS TO BE REJECTED (0.4); TELEPHONE CONFERENCES WITH C. RECKLER REGARDING STATUS OF MOTION TO REJECT AND 9019 MOTION (0.4); REVISE MOTION TO REJECT LEASES AND CONTRACTS BASED ON COMMENTS FROM M. WARREN (1.4); EMAILS WITH C. RECKLER REGARDING DRAFT OF MOTION TO REJECT LEASES AND CONTRACTS (0.2); TELEPHONE CONFERENCE WITH M. BENN, M. SNYDER, N. STEFANELLI, J. TEELE, AND M. WARREN REGARDING MOTION TO REJECT (0.3); EMAILS WITH BMC REGARDING SERVICE OF NOTICE OF AMENDED EXHIBIT TO NOTICE OF ASSUMPTION (0.2); EMAILS WITH M. SEWARD REGARDING REVISIONS TO MOTION TO REJECT BASED ON COMMENTS FROM C. RECKLER (0.2); TELEPHONE CONFERENCE WITH T. SWETNAM

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CHN1337560.1

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/02/11	ACW	2.00	REGARDING TERMINATION OF SAP CONTRACT (0.2); EMAILS WITH J. BELLAMY, J. BOWLES, AND T. ZAIDI REGARDING MOTION TO REJECT LEASES AND CONTRACTS (0.1) EMAILS WITH J. SCHMALTZ REGARDING LIST OF LEASES AND CONTRACTS TO REJECT (0.3); EMAILS WITH C. PULEO REGARDING KONICA MINOLTA LEASES (0.2); REVISE EXHIBITS FOR MOTION TO REJECT CONTRACT AND LEASES (0.4); EMAILS WITH M. SEWARD REGARDING FILING OF MOTION TO REJECT CONTRACTS AND LEASES (0.2); EMAILS WITH M. SEWARD REGARDING FILING OF 9019 MOTION (0.2); EMAILS WITH M. SEWARD AND BMC REGARDING SERVICE OF 9019 MOTION AND MOTION TO REJECT (0.5); TELEPHONE CONFERENCE WITH S. ORDAZ REGARDING SERVICE OF MOTION TO REJECT (0.2)
12/05/11	JSA	1.40	PHONE CALL WITH M. WARREN REGARDING EWP MOTION (0.3); PHONE CALL WITH MCKESSON REGARDING RETURNS (0.6); MEETING WITH M. WARREN REGARDING EWP MOTION (0.5)
12/05/11	MLW	8.60	DRAFT MOTION TO COMPEL EDWARDS WILDMAN TO APPLY RETAINER AMOUNTS TO POSTPETITION FEES AND EXPENSES (5.1); REVIEW WINDDOWN ISSUES AND CONFERENCE WITH COMPANY AND ALVAREZ REGARDING SAME (1.1); RESEARCH ISSUE REGARDING ADMINISTRATIVE EXPENSE CLAIM AND CONFERENCE WITH J. ATHANAS AND L. BAILEY REGARDING SAME (2.4);
12/05/11	ACW	1.20	TELEPHONE CONFERENCE WITH K. SCHWEIKER REGARDING SAP MAINTENANCE SERVICES (0.2); EMAILS WITH S. UNION REGARDING FRANKLIN PATIENT ASSISTANCE PROGRAM (0.2); CONFERENCE WITH M. WARREN REGARDING LETTER FROM PORETTA & ORR (0.2); REVIEW LETTER FROM PORETTA & ORR (0.1); EMAILS WITH J. BELLAMY, M. WARREN, AND Z. JUDD REGARDING LETTER FROM PORETTA & ORR (0.5)
12/06/11	JSA	3.00	EDIT EWP MOTION (2.0); EMAILS WITH TEAM REGARDING ABANDONMENT MOTIONS (0.4); EMAILS WITH A&M REGARDING RETURN CLAIMS (0.3); PHONE CALLS WITH M. WARREN REGARDING SAME (0.3)
12/06/11	JSA	1.00	RESPOND TO INQUIRIES FROM BOARD (0.5); MEETING WITH M. WARREN REGARDING WHOLESALERS (0.5)
12/06/11	KKG	3.30	RESEARCH FILING ABANDONMENT MOTION NUNC PRO TUNC (2.7); DRAFT ABANDONMENT MOTION IN RELATION TO PORETTA & ORE PROPERTY (.60)
12/06/11	MLW	5.50	RESEARCH ADMINISTRATIVE STATUS OF CLAIMS AND CONFERENCE WITH J. ATHANAS AND L. BAILEY REGARDING SAME (2.8); EDIT AND REVISE MOTION TO COMPEL EWP (.8); CONFERENCE CALL WITH COMPANY REGARDING CREDITOR DEMAND LETTER (.8); REVIEW SALE ORDER REGARDING DISBURSEMENT OF FEES (.4);

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/06/11	ACW	1.50	CONFERENCE WITH A. WEIS AND K. GEORGE REGARDING ABANDONMENT MOTION AND DRAFT EMAIL REGARDING SAME (.7) TELEPHONE CONFERENCE WITH B. MOCCIA, J. BELLAMY, B. COWGILL, Z. JUDD AND M. WARREN REGARDING ABANDONMENT OF BOOTHS AND OTHER MARKETING MATERIALS (0.3); TELEPHONE CONFERENCE WITH M. WARREN REGARDING MOTION TO ABANDON (0.2); EMAILS WITH J. ATHANAS AND M. WARREN REGARDING MOTION TO ABANDON (0.2); EMAILS WITH J. SCHMALTZ AND C. WHITSON REGARDING PAYMENT OF PORETTA & ORR INVOICES (0.2); TELEPHONE CONFERENCE WITH K. GEORGE REGARDING DRAFTING MOTION TO ABANDON (0.2); TELEPHONE CONFERENCE WITH K. GEORGE REGARDING RESEARCH FOR MOTION TO ABANDON (0.2); EMAILS WITH T. WAINWRIGHT REGARDING SELLING OF ENTERPRISE CARS (0.2) PHONE CALL WITH A&M REGARDING WHOLESALERS AND RETURN TREATMENT (1.0); PHONE CALLS WITH M. WARREN REGARDING EWP MOTION (0.3), (0.3); PHONE CALL WITH S. CHARLES REGARDING WHOLESALERS AND EWP (0.5)
12/07/11	JSA	2.10	DRAFT MOTION TO ABANDON PORETTA AND FREEMAN PROPERTY (2.6)
12/07/11	MLW	2.80	REVIEW RESEARCH SUMMARY AND APPLICABLE CASE LAW REGARDING ADMINISTRATIVE STATUS AND CONFERENCE WITH COMPANY AND L. BAILEY REGARDING SAME (1.4); CONFERENCE WITH EWP REGARDING POTENTIAL SETTLEMENT (.8); EDIT AND REVISE PORETTA AND FREEMAN ABANDONMENT MOTION (.6)
12/07/11	ACW	1.60	EDIT AND REVISE MOTION TO ABANDON PORETTA AND FREEMAN PROPERTY (1.2); TELEPHONE CONFERENCE WITH K. GEORGE REGARDING RESEARCH FOR MOTION TO ABANDON (0.2); EMAILS WITH BMC REGARDING CERTIFICATES OF SERVICES (0.2)
12/08/11	JSA	1.40	EMAILS WITH A&M REGARDING RETURNS ISSUES (0.4); EDIT ABANDONMENT MOTION (1.0)
12/08/11	KKG	2.00	COMPOSE ABANDONMENT MOTION FOR PORETTA AND FREEMAN PROPERTY (2.0)
12/08/11	MLW	1.90	EDIT AND REVISE MOTION TO ABANDON PROPERTY AND CONFERENCE WITH K. GEORGE REGARDING SAME (.5); CONFERENCE WITH REGULATORY COUNSEL REGARDING OPERATIONAL ISSUES (.3); CONFERENCE WITH EDWARDS WILDMAN AND FIRST LIEN REPRESENTATIVES REGARDING SETTLEMENT ISSUES (1.1)
12/08/11	ACW	1.20	REVIEW AND REVISE MOTION TO ABANDON PORETTA AND FREEMAN PROPERTY (0.3); TELEPHONE CONFERENCE WITH G. KADEN REGARDING PAYMENT ON HUMANA CONTRACTS (0.2); EMAILS WITH J. SCHMALTZ AND A. RYDER REGARDING PAYMENT OF HUMANA INVOICES

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/09/11	JSA	2.00	(0.2); EMAILS WITH J. BELLAMY REGARDING MOTION TO ABANDON PORETTA AND FREEMAN PROPERTY (0.1); TELEPHONE CONFERENCE WITH K. GEORGE REGARDING FILING OF MOTION TO ABANDON (0.1); EMAILS WITH M. SEWARD REGARDING FILING MOTION TO ABANDON (0.2); EMAILS WITH BMC REGARDING SERVICE OF MOTION TO ABANDON (0.1)
12/09/11	MLW	3.30	PHONE CALLS WITH M. WARREN (0.3) AND S. CHARLES (0.3, 0.2) REGARDING EWP; EDIT EWP SETTLEMENT AGREEMENT (0.8); EMAILS WITH M. WARREN REGARDING RETURN ISSUES (0.4)
12/12/11	JSA	1.20	CONFERENCE CALL REGARDING EWP AND DRAFT STIPULATION AND 9019 MOTION REGARDING SAME (2.1); CONFERENCE CALL REGARDING RETURN STRATEGY AND DRAFT EMAIL SUMMARY OF SAME (1.2)
12/12/11	MLW	3.50	CONFERENCE CALL WITH COMPANY REGARDING WHOLESALER ISSUES (1.0); EDIT CUSTOMER COMMUNICATION (0.2)
12/12/11	ACW	.40	CONFERENCE CALL REGARDING RETURN ISSUES (1.2); EDIT AND REVISE MOTION TO RELATING TO PROCESSING CONTRACT (1.4); CONFERENCE CALL WITH CARDINAL REPRESENTATIVES REGARDING RETURNS (.5); CONFERENCE CALL WITH EWP REGARDING SETTLEMENT (.4)
12/13/11	JSA	1.80	TELEPHONE CONFERENCE WITH G. KADEN REGARDING SERVICE OF HUMANA (0.2); EMAILS WITH BMC REGARDING SERVICE OF HUMANA (0.1); EMAILS WITH A. RYDER REGARDING PAYMENT OF HUMANA INVOICES (0.1)
12/13/11	MLW	2.40	REVIEW EWP AGREEMENT (0.5); EMAILS WITH M. WARREN REGARDING SAME (0.3); EDIT EWP MOTION (1.0)
12/13/11	ACW	.30	EDIT AND REVISE 9019 MOTION REGARDING AGREEMENT WITH EWP AND FIRST LIEN LENDERS AND CONFERENCE WITH PARTIES REGARDING SAME (1.8); CONFERENCE WITH COMPANY AND ALVAREZ REGARDING VARIOUS OPEN ISSUES (.6)
12/14/11	JSA	.90	EMAILS WITH A. RYDER AND J. RICCHINI REGARDING PAYMENT OF HUMANA INVOICES (0.3)
12/14/11	MLW	3.30	PHONE CALLS WITH M. WARREN REGARDING EWP (0.3, 0.3); EMAILS WITH M. WARREN REGARDING CARDINAL (0.3)
12/14/11	ACW	.50	EDIT AND REVISE 9019 MOTION REGARDING SETTLEMENT WITH EWP AND CONFERENCE WITH VARIOUS PARTIES REGARDING TERMS THEREOF (1.3); REVIEW RETURN AND SETTLEMENT LETTER LANGUAGE AND DRAFT EMAILS REGARDING SAME (1.6); CONFERENCE WITH ALVAREZ AND POTENTIAL BIDDERS FOR SALE OF EXTON FURNITURE (.4)
			EMAILS WITH J. RICCHINI AND A. RYDER REGARDING PAYMENT OF HUMANA INVOICES (0.3); EMAILS WITH G. KADEN REGARDING PAYMENT OF HUMANA INVOICES (0.2)

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/15/11	KKG	1.40	COMPOSE MOTION TO APPROVE DEBTORS' REDACTION OF SCHEDULES AND STATEMENTS (1.4)
12/15/11	MLW	2.30	CONFERENCE WITH INTERNAL TEAM REGARDING RETURN STRATEGY (.4); REVIEW RETURN LETTER AND DRAFT EMAIL TO J. SCHMALTZ REGARDING SAME (.3); CONFERENCE WITH COMPANY REGARDING RETURNS AND DRAFT EMAILS REGARDING SAME (1.2); CONFERENCE WITH ATTORNEY FOR PORETTA AND ORR (.4)
12/16/11	JSA	.50	CONFERENCE CALL WITH GRACEWAY REGARDING CUSTOMER ISSUES (0.5)
12/16/11	MLW	1.40	CONFERENCE CALL WITH COMPANY, LENDERS, AND COMMITTEE REGARDING ASSET SALES AND PROCEDURES RELATING TO ADMINISTRATION THEREOF (1.4)
12/16/11	ACW	.70	EMAILS WITH M. WARREN REGARDING KONICA MINOLTA EQUIPMENT (0.1); TELEPHONE CONFERENCE WITH C. PUELO REGARDING KONICA MINOLTA EQUIPMENT (0.2); TELEPHONE CONFERENCE WITH COMPANY, COUNSEL TO LENDERS, COUNSEL TO COMMITTEE, J. SCHMALTZ, AND M. WARREN REGARDING SALE OF EXTON PROPERTY (0.4)
12/16/11	ECA	.70	RESEARCH REGARDING SEAL MOTION (.50); CONFERENCE WITH K. GEORGE REGARDING SAME (.20)
12/19/11	KKG	1.40	DRAFT MOTION TO APPROVE DEBTORS' REDACTION OF SCHEDULES AND STATEMENTS (1.4)
12/19/11	MLW	1.60	CONFERENCE CALL REGARDING TRUSTEE COMMENTS TO ALVAREZ FEE APPLICATION (.4); REVIEW TRUSTEE COMMENTS TO ALVAREZ FEE APPLICATION AND DRAFT EMAIL RESPONSE REGARDING SAME (.8); REVIEW SALE SUPPORT AGREEMENT REGARDING ACCOUNTS RECEIVABLE OBLIGATIONS (.4)
12/19/11	ACW	4.20	TELEPHONE CONFERENCE WITH M. SEWARD REGARDING RETENTION OF MCDERMOTT WILL AND EMERY (0.1); EMAILS WITH J. SCHMALTZ REGARDING MCDERMOTT WILL AND EMERY'S AFFIDAVIT OF DISINTERESTEDNESS (0.2); EMAILS WITH C. PULEO REGARDING REMOVAL OF PROPERTY FROM EXTON FACILITY (0.3); TELEPHONE CONFERENCE WITH M. WARREN REGARDING REVISIONS TO ORDER REJECTING EXTON LEASE (0.1); REVISE ORDER REJECTING EXTON LEASE BASED ON COMMENTS FROM U.S. TRUSTEE (0.3); TELEPHONE CONFERENCE WITH M. WARREN REGARDING REJECTION OF KONICA MINOLTA LEASES (0.1); TELEPHONE CONFERENCE WITH J. SCHMALTZ REGARDING REJECTION OF KONICA MINOLTA LEASES (0.1); TELEPHONE CONFERENCES WITH C. PULEO REGARDING REJECTION OF KONICA MINOLTA LEASES (0.3); TELEPHONE CONFERENCES WITH K. GEORGE REGARDING MOTION TO APPROVE REDACTION

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/19/11	ECA	3.60	(0.3); EDIT AND REVISE MOTION TO APPROVE REDACTION (1.8); TELEPHONE CONFERENCE WITH E. ARNOLD REGARDING RESEARCH FOR MOTION TO APPROVE REDACTION (0.1); TELEPHONE CONFERENCE WITH K. COYLE REGARDING MOTION TO APPROVE REDACTION (0.2); EMAILS WITH K. COYLE REGARDING PRECEDENT FOR MOTION TO APPROVE REDACTION (0.3)
12/20/11	KKG	2.40	RESEARCH REGARDING REDACTION OF SCHEDULES AND STATEMENTS (3.20); MULTIPLE CONFERENCES WITH A. WEIS AND K. GEORGE REGARDING SAME (.40)
12/20/11	ACW	1.40	DRAFT MOTION TO APPROVE DEBTORS' REDACTION OF INDIVIDUALS' NAMES AND ADDRESSES (2.4)
12/20/11	ECA	2.60	EMAILS WITH S. UNION REGARDING PROOF OF CLAIM FORMS (0.2); REVISE AND EDIT MOTION TO APPROVE REDACTION (0.8); EMAILS WITH J. EHRENHOFER REGARDING MOTION TO APPROVE REDACTION (0.2); EMAILS WITH K. GEORGE AND E. ARNOLD REGARDING RESEARCH FOR MOTION TO APPROVE REDACTION (0.2)
12/21/11	JSA	.70	RESEARCH REGARDING REDACTED STATEMENTS AND SCHEDULES (2.10); CONFERENCE WITH A. WEIS REGARDING SAME (.20); CORRESPOND WITH K. GEORGE REGARDING CITATIONS (.30)
12/21/11	CAR	1.40	REVIEW MOTION REGARDING SCHEDULES AND STATEMENTS (0.7)
12/21/11	MLW	1.00	PREPARE FOR OMNIBUS HEARING (.6); FOLLOW UP ON REMOVAL DEADLINE AND 365(D)(4) DEADLINE EXTENSIONS (.8)
12/21/11	ACW	1.50	EDIT AND REVISE ORDER REGARDING EXTON PROPERTY (.6); ATTEND WIND DOWN CONFERENCE CALL (.4)
12/23/11	ACW	.70	REVISE ORDER AUTHORIZING REJECTION OF EXTON LEASE BASED ON COMMENTS FROM M. WARREN (0.4); EMAILS WITH J. ATHANAS, M. WARREN, AND C. RECKLER REGARDING REVISED ORDER AUTHORIZING REJECTION OF EXTON LEASE (0.3); EMAILS WITH M. WARREN, J. SCHMALTZ, AND K. COYLE REGARDING REJECTION OF KONICA MINOLTA LEASES (0.3); EMAILS WITH T. BOLLMAN, K. COYLE, AND K. GEORGE REGARDING FILING OF MOTION TO APPROVE REDACTION (0.3); EMAILS WITH BMC REGARDING SERVICE OF MOTION TO APPROVE REDACTION (0.2)
12/27/11	JSA	6.30	EMAILS WITH K. COYLE REGARDING AGENDA FOR DECEMBER 28 HEARING (0.1); EMAILS WITH J. EHRENHOFER AND M. WARREN REGARDING AMENDING GLOBAL NOTES (0.1); TELEPHONE CONFERENCE WITH M. WARREN REGARDING PREPARATION FOR DECEMBER 28 HEARING (0.3); REVISE GLOBAL NOTES BASED ON COMMENTS FROM UNITED STATES TRUSTEE (0.2)
			EMAIL CORRESPONDENCE WITH TEAM REGARDING HEARING PREPARATION (.3);

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/27/11	CAR	3.30	PREPARED FOR HEARING WHILE TRAVELING FROM CHICAGO TO DELAWARE (6.0)
12/28/11	JSA	5.00	REVIEW REMOVAL EXTENSION MOTION AND 365(D)(4) MOTION (1.0); TRAVEL FROM NY TO DE FOR OMNIBUS HEARING (2.3)
12/28/11	CAR	4.40	PREPARED FOR HEARING (.5); ATTENDED HEARING (.5); NONWORKING TRAVEL FROM DELAWARE TO CHICAGO (4.0)
12/28/11	ACW	8.50	TRAVEL FROM DELAWARE TO CHICAGO (4.0); PREPARE FOR AND PARTICIPATE IN OMNIBUS HEARING (.4)
12/29/11	ACW	.50	EMAILS WITH J. SCHMALTZ, K. COYLE, AND M. WARREN REGARDING MOTION TO EXTEND TIME TO REJECT LEASES (0.2); EMAILS WITH P. LABOV REGARDING ATTENDANCE AT STATUS HEARING (0.1); EMAILS WITH K. COYLE REGARDING PREPARATION FOR STATUS HEARING (0.2); REVIEW PLEADINGS LISTED ON AMENDED AGENDA IN PREPARATION FOR STATUS HEARING (2.0); ATTEND STATUS HEARING (0.3); EMAILS WITH J. SCHMALTZ REGARDING REQUEST FROM M. MILLER FOR DETAIL SUPPORTING UNSECURED CLAIM (0.1); EMAILS WITH M. MILLER REGARDING REQUEST FOR DETAIL SUPPORTING UNSECURED CLAIM (0.1); NONWORKING TRAVEL (5.3); EMAILS WITH K. COYLE REGARDING CERTIFICATE OF COUNSEL FOR ORDER APPROVING METAPHOR SETTLEMENT (0.2)
12/30/11	ACW	1.20	EMAILS WITH C. PULEO REGARDING RETRIEVAL OF KONICA MINOLTA EQUIPMENT (0.2); EMAILS WITH M. WARREN REGARDING MICROSOFT PROOF OF CLAIM (0.1); REVIEW MICROSOFT PROOF OF CLAIM (0.1); EMAILS WITH K. COYLE REGARDING CERTIFICATE OF COUNSEL FOR METAPHOR ORDER (0.1)
			EMAILS WITH J. SCHMALTZ REGARDING MICROSOFT CONTRACT (0.1); EMAILS WITH J. SCHMALTZ, K. COYLE AND M. SEWARD REGARDING METAPHOR SETTLEMENT EFFECTIVE DATE (0.2); EMAILS WITH C. PULEO REGARDING RETRIEVAL OF EQUIPMENT AT EXTON FACILITY (0.2); TELEPHONE CONFERENCE WITH J. SHICKICH REGARDING REJECTION OF MICROSOFT CONTRACT (0.3); EMAILS WITH M. WARREN REGARDING MICROSOFT ADMINISTRATIVE CLAIM (0.1); EMAILS WITH J. SCHMALTZ, B. MEYERSON AND T. SWETNAM REGARDING REMOVAL OF KONICA MINOLTA EQUIPMENT FROM EXTON FACILITY (0.3)

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Attorney Hours:

D S HELLER	(PARTNER)	2.90 hrs @	1065.00 /hr.	\$3,088.50
J S ATHANAS	(PARTNER)	27.30 hrs @	\$910.00 /hr.	\$24,843.00
C A RECKLER	(PARTNER)	9.10 hrs @	\$860.00 /hr.	\$7,826.00
M L WARREN	(ASSOCIATE)	37.60 hrs @	\$570.00 /hr.	\$21,432.00
A C WEIS	(ASSOCIATE)	31.10 hrs @	\$515.00 /hr.	\$16,016.50
K K GEORGE	(ASSOCIATE)	13.10 hrs @	\$375.00 /hr.	\$4,912.50

Paralegal Hours:

E C ARNOLD	(PARALEGAL)	6.90 hrs @	\$320.00 /hr.	\$2,208.00
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Total Services	128 hrs			\$80,326.50
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Other charges:

Total other charges				<u>.00</u>
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Total current charges				<u>80,326.50</u>
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Prior balance due:				.00
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BALANCE DUE				<u>80,326.50</u>
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233 S. Wacker Drive, Suite 5800
Chicago, Illinois 60606
Tel: +1.312.876.7700 Fax: +1.312.993.9767
www.lw.com

LATHAM & WATKINS LLP

Tax identification No: 95-2018373

INVOICE

December 31, 2011

Graceway Pharmaceuticals, LLC
340 Martin Luther King Jr. Blvd., Suite 500
Bristol, TN 37620

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Please identify your check or wire transfer with the following numbers:

Invoice No. 120500360
File No. 048081-0102

For professional services rendered through December 31, 2011
re: **Plan and Disclosure**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/01/11	MLW	1.20	EDIT AND REVISE PLAN OF LIQUIDATION (1.2)
12/02/11	JSA	1.00	MEETING WITH C. RECKLER AND M. WARREN REGARDING PLAN (1.0)
12/02/11	DSH	2.10	ATTENTION CLOSE-OUT OF SALE AND RELATED (.6); FRAME-OUT OF LIQUIDATION PLAN (1.5)
12/02/11	CAR	1.00	MEETING WITH M. WARREN RE PLAN (.4) AND FOLLOW UP AND REVIEW OF SETTLEMENT WITH COMMITTEE/WACHTELL (.6)
12/02/11	MLW	2.20	EDIT AND REVISE PLAN OF LIQUIDATION AND CONFERENCE WITH J. ATHANAS AND C. RECKLER REGARDING SAME (2.2)
12/05/11	JSA	2.60	PHONE CALL WITH M. WARREN REGARDING PLAN (0.3); WORKED ON PLAN STRUCTURE (1.3); PHONE CALL WITH A&M AND COMPANY REGARDING PLAN (1.0)
12/05/11	KKG	.90	MEET WITH M. WARREN TO GO OVER DISCLOSURE STATEMENT AND PLAN CONSTRUCTION (.4); DRAFT DISCLOSURE STATEMENT MOTION AND ORDER (.5)
12/05/11	MLW	2.20	EDIT AND REVISE PLAN OF LIQUIDATION AND CONFERENCE WITH K. GEORGE REGARDING THE SAME (2.2)
12/06/11	JSA	.40	EMAILS WITH 2ND LIEN LENDERS REGARDING PLAN (0.4)
12/06/11	KKG	3.00	DRAFT DISCLOSURE STATEMENT MOTION (2.6); DRAFT MOTION TO COMPEL EDWARD WILDMAN

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CHV1337562.1

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/06/11	MLW	2.50	PALMER LLP TO APPLY RETAINER AMOUNTS TO POSTPETITION FEES (.4)
12/07/11	JSA	1.10	REVIEW INTERCREDITOR AGREEMENTS REGARDING SUBORDINATION TERMS AND EDIT AND REVISE PLAN REGARDING SAME (2.5)
12/07/11	DSH	1.20	PHONE CALLS WITH M. WARREN REGARDING PLAN STRUCTURE (0.5, 0.6)
12/07/11	ABH	3.50	FOLLOW UP ON GOVERNANCE CHARGE (AND SAVINGS) (.6); PENCIL OUT KEY TERMS OF PLAN AND FOCUS ON RELEASES/SETTLEMENT (.6)
12/07/11	ABH	3.50	REVIEW INTERCREDITOR AGREEMENT, FIRST LIEN CREDIT AGREEMENT, SECOND LIEN CREDIT AGREEMENT AND MEZZANINE CREDIT AGREEMENT REGARDING THE RELEASE PROVISIONS UNDER THE INTERCREDITOR AGREEMENT (3.5)
12/07/11	KKG	4.20	DRAFT DISCLOSURE STATEMENT MOTION AND ORDER (4.2)
12/07/11	MLW	4.30	REVIEW INTERCREDITOR AGREEMENT AND MEZZANINE CREDIT AGREEMENT AND EDIT AND REVISE PLAN REGARDING SAME (4.3)
12/08/11	ABH	1.00	CALL WITH M. WARREN TO DISCUSS INTERCREDITOR AGREEMENT (.30); DRAFT MEMORANDUM REGARDING SAME (.70)
12/08/11	KKG	4.40	COMPOSING DISCLOSURE STATEMENT MOTION, ORDER, AND EXHIBITS THEREOF (4.4)
12/08/11	MLW	5.30	EDIT AND REVISE PLAN OF LIQUIDATION (5.3)
12/09/11	JSA	1.30	PHONE CALL WITH M. WARREN REGARDING PLAN STRUCTURE (0.5); ATTENTION TO PLAN STRUCTURE (0.5); ATTENTION TO PLAN STRUCTURING ISSUES (0.3)
12/09/11	ABH	3.90	DRAFT INTERNAL MEMORANDUM REGARDING RELEASE MECHANISMS UNDER THE INTERCREDITOR AGREEMENT AND RELATED CREDIT DOCUMENTS (3.9)
12/09/11	KKG	2.40	DRAFT EXHIBITS FOR DISCLOSURE STATEMENT ORDER (1.9); REVISE PLAN (.3); CONFERENCE WITH M. WARREN REGARDING DISCLOSURE STATEMENT (.2)
12/09/11	MLW	3.70	EDIT AND REVISE PLAN OF LIQUIDATION (3.2); REVIEW DISCLOSURE STATEMENT PRECEDENT AND CONFERENCE WITH K. GEORGE REGARDING SAME (.5)
12/12/11	JSA	.50	PHONE CALL WITH M. WARREN REGARDING PLAN (0.5)
12/12/11	JSA	1.90	PHONE CALL WITH M. WARREN REGARDING PLAN (0.5); REVIEW PLAN (1.0); PHONE CALL WITH S. CHARLES REGARDING PLAN (0.4)
12/12/11	DSH	1.00	UPDATE REGARDING STATUS, NEXT DRAFTS (1.0)
12/12/11	MLW	5.00	EDIT AND REVISE PLAN OF LIQUIDATION AND CONFERENCE WITH K. GEORGE REGARDING SAME (5.0)
12/12/11	ACW	2.50	REVISE AND EDIT PLAN OF LIQUIDATION (2.5)
12/13/11	JSA	3.30	EDIT PLAN (3.0); EMAILS WITH GRACEWAY REGARDING PLAN (.30)
12/13/11	JMK	.10	DRAFT EMAIL TO L&W PERSONNEL REGARDING DISCLOSURE STATEMENT MATTERS (.10)
12/13/11	ABH	.10	CALL WITH N. WEISS TO DISCUSS DRAFT

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/13/11	KKG	4.90	MEMORANDUM REGARDING LIEN RELEASES UNDER THE INTERCREDITOR AGREEMENT (.10)
12/13/11	MLW	2.40	DRAFT DISCLOSURE STATEMENT (4.9)
12/14/11	JSA	8.50	EDIT AND REVISE PLAN OF LIQUIDATION AND DISCLOSURE STATEMENT RELATING THERETO REGARDING PLAN STRUCTURE AND OVERVIEW (2.4)
12/14/11	DSH	1.30	DRAFT PLAN (8.5)
12/14/11	ABH	1.60	ATTENTION LIQUIDATION PLAN TERMS (.60); ATTENTION GTCR SETTLEMENT ISSUES AND CALLS REGARDING SAME (.70)
12/14/11	KKG	4.80	REVISE DRAFT MEMORANDUM REGARDING LIEN RELEASES UNDER THE INTERCREDITOR AGREEMENT (1.60)
12/14/11	MLW	1.70	DRAFT DISCLOSURE STATEMENT (4.8)
12/15/11	JSA	8.50	EDIT AND REVISE DISCLOSURE STATEMENT REGARDING CASE BACKGROUND (1.7)
12/15/11	CAR	.40	DRAFT PLAN (8.0); PHONE CALLS WITH C. RECKLER REGARDING PLAN (0.5)
12/15/11	KKG	2.90	FOLLOW UP WITH M. WARREN RE PLAN ISSUES (.4)
12/15/11	MLW	1.20	DRAFT DISCLOSURE STATEMENT (2.9)
12/16/11	JSA	2.10	EDIT AND REVISE DISCLOSURE STATEMENT (1.2)
12/16/11	DSH	2.90	COMMUNICATIONS WITH M. WARREN REGARDING PLAN (0.8); EDIT PLAN (1.3)
12/16/11	VCB	.20	REVIEW PLAN DRAFT (1.2); ATTENTION CIRCULATION TO BOARD AND RELATED (.6); CALL WITH J. ATHANAS REGARDING GTCR SETTLEMENT ISSUES (.3); REVIEW CASES REGARDING SAME (.8)
12/16/11	KKG	5.80	CONFER WITH J. KRONSNOBLE (.20)
12/16/11	MLW	6.10	REVISE AND REVIEW LIQUIDATION PLAN (2.1); DRAFT DISCLOSURE STATEMENT (3.7)
12/17/11	JSA	.60	EDIT, REVISE AND DISTRIBUTE PLAN OF LIQUIDATION (3.1); EDIT AND REVISE DISCLOSURE STATEMENT AND CONFERENCE WITH K. GEORGE REGARDING VARIOUS ISSUES RELATING TO SAME (3.0)
12/18/11	MLW	3.10	EMAILS WITH D. HELLER (0.3) AND GRACEWAY (0.3); REGARDING PLAN
12/19/11	JSA	.60	EDIT AND REVISE DISCLOSURE STATEMENT REGARDING COMPANY BACKGROUND AND CHAPTER 11 CASES (3.10)
12/19/11	DSH	2.60	EMAILS WITH M. WARREN AND C. RECKLER REGARDING SSA INTERPLAY WITH PLAN (0.6)
12/19/11	LRB	.30	REVIEW DRAFTS (2.1) AND ATTENTION TIMING FOR PROCEEDING (.5)
12/19/11	MLW	6.10	DISCUSSION WITH M. WARREN AND REVISIONS TO CUSTOMER PROGRAMS TEXT FOR INCLUSION IN DISCLOSURE STATEMENT (0.3)
12/20/11	JSA	4.60	EDIT AND REVISE DISCLOSURE STATEMENT WITH RESPECT TO CHAPTER 11 CASES AND PLAN OF LIQUIDATION (6.1)
			CONFERENCE CALL WITH GRACEWAY REGARDING PLAN (1.5); EDIT PLAN (2.5); PHONE CALL WITH J. TEALE REGARDING PLAN (0.3); PHONE CALL WITH M. WARREN REGARDING PLAN (0.3)

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/20/11	DSH	2.50	FURTHER REVIEW PLAN (.8); ATTENTION SETTLEMENT ISSUES WITH GTCR (.5); REVIEW CAUSES OF ACTION/VALUE (.9); ATTENTION CLAIMS PROCEDURE RULING IN CANADA (.3)
12/20/11	CAR	1.20	PARTICIPATE IN CALL RE PLAN WITH CLIENT (.8) AND REVIEW PLAN EDITS (.4)
12/20/11	KKG	5.10	DRAFT DISCLOSURE STATEMENT (1.2); DISCLOSURE STATEMENT ORDER (1.2); DISCLOSURE STATEMENT MOTION (1.2); ORDER EXHIBITS (1.5)
12/20/11	MLW	8.90	CONFERENCE CALL WITH COMPANY TEAM REGARDING PLAN OF LIQUIDATION (1.5); CONFERENCE WITH BMC GROUP REGARDING PLAN AND DISCLOSURE SCHEDULE TASKS (.5); EDIT AND REVISE DISCLOSURE STATEMENT (6.9)
12/21/11	KKG	6.60	DRAFT DISCLOSURE STATEMENT (6.6)
12/21/11	MLW	4.30	EDIT AND REVISE DISCLOSURE STATEMENT REGARDING CASE HISTORY AND BACKGROUND (4.3)
12/21/11	ACW	4.90	DRAFT LIQUIDATING TRUST AGREEMENT (4.9)
12/22/11	JSA	.30	TELEPHONE CONFERENCE WITH M. WARREN REGARDING LIQUIDATING TRUST AGREEMENT (0.3)
12/22/11	MLW	7.20	EDIT AND REVISE DISCLOSURE STATEMENT (6.8); EDIT AND REVISE PLAN OF LIQUIDATION (.4)
12/22/11	ACW	3.10	DRAFT LIQUIDATING TRUST AGREEMENT (2.4); REVISE LIQUIDATING TRUST AGREEMENT BASED ON COMMENTS FROM M. WARREN (0.7)
12/23/11	KKG	3.40	DRAFT DISCLOSURE STATEMENT (3.4)
12/23/11	MLW	5.10	EDIT AND REVISE DISCLOSURE STATEMENT ORDER (2.3); EDIT AND REVISE EXHIBITS TO DISCLOSURE STATEMENT (2.1); EDIT AND REVISE DISCLOSURE STATEMENT (.7)
12/30/11	JSA	4.00	REVIEWED AND EDITED DISCLOSURE STATEMENT (4.0)

Attorney Hours:

A B HUTCHINSON	(ASSOCIATE, SR.)	10.10 hrs @	\$600.00 /hr.	\$6,060.00
D S HELLER	(PARTNER)	13.60 hrs @	1065.00 /hr.	\$14,484.00
J M KRONSNOBLE	(PARTNER)	.10 hrs @	\$965.00 /hr.	\$ 96.50
J S ATHANAS	(PARTNER)	41.30 hrs @	\$910.00 /hr.	\$37,583.00
C A RECKLER	(PARTNER)	2.60 hrs @	\$860.00 /hr.	\$2,236.00
V C BARBOSA	(ASSOCIATE, SR.)	.20 hrs @	\$670.00 /hr.	\$ 134.00
M L WARREN	(ASSOCIATE)	72.50 hrs @	\$570.00 /hr.	\$41,325.00
L R BAILEY	(ASSOCIATE)	.30 hrs @	\$570.00 /hr.	\$ 171.00
A C WEIS	(ASSOCIATE)	10.50 hrs @	\$515.00 /hr.	\$5,407.50
K K GEORGE	(ASSOCIATE)	48.40 hrs @	\$375.00 /hr.	\$18,150.00

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Paralegal Hours:

Total Services 199.6 hrs \$125,647.00

Other charges:

Total other charges .00

Total current charges 125,647.00

Prior balance due: .00

BALANCE DUE \$125,647.00

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233 S. Wacker Drive, Suite 5800
Chicago, Illinois 60606
Tel: +1.312.876.7700 Fax: +1.312.993.9767
www.lw.com

LATHAM & WATKINS LLP

INVOICE

December 31, 2011

Graceway Pharmaceuticals, LLC
340 Martin Luther King Jr. Blvd., Suite 500
Bristol, TN 37620

Tax identification No: 95-2018373

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS: Bank: Citibank, Delaware One Penn's Way New Castle, DE 19720 ABA: 0311-00209 SWIFT: CITIUS33 Account Name: Latham & Watkins LLP Account Number: 3911-7003	CHECKS: Latham & Watkins LLP P.O. Box 2130 Carol Stream, IL 60132-2130
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Please identify your check or wire transfer with the following numbers:
Invoice No. 120500361
File No. 048081-0103

For professional services rendered through December 31, 2011
re: **Financing/Cash Collateral**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/01/11	JSA	2.70	EMAILS WITH LENDERS REGARDING BUDGET (0.4); PHONE CALLS WITH CANADIAN COUNSEL (0.3, 0.4) AND A&M (0.5) REGARDING BUDGET; EDIT DIP AMENDMENT AND SIDE LETTER (0.6); PHONE CALL WITH A&M REGARDING DIP FINANCING SIDE LETTER (0.5)
12/01/11	CAR	2.90	REVIEW AND EDIT LETTERS REGARDING BUDGET AMENDMENT (2.1); REVIEW AND EDIT DIP AMENDMENT (.8)
12/01/11	MLW	1.80	EDIT AND REVISE LETTER AGREEMENT REGARDING WIND DOWN AND CONFERENCE REGARDING SAME (1.8);
12/02/11	JSA	.90	REVIEW SIDE LETTER REGARDING ADDITIONAL DIP FINANCING REPORTING (0.5); EMAILS WITH J. BELLAMY REGARDING EWP ISSUES (0.4)
12/05/11	KKG	3.20	DRAFT MOTION TO COMPEL DEBTORS' INTELLECTUAL PROPERTY COUNSEL TO USE RETAINER AGAINST AMOUNTS OWED (3.2)
12/08/11	JSA	.40	EMAILS WITH A&M REGARDING CASH COLLATERAL ORDER REQUIREMENTS (0.4)
12/17/11	JSA	.50	EMAILS WITH C. RECKLER AND M. WARREN REGARDING RECEIVABLES COLLECTIONS (0.5)
12/18/11	JSA	.40	EMAILS WITH TEAM REGARDING DISTRIBUTION OF CASH COLLATERAL TO LENDERS (.40)
12/22/11	JSA	.50	REVIEW DIP FINANCING ORDER REGARDING BUDGET (0.5)

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CHV1337564.1

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/27/11	JSA	.90	TELEPHONE CONFERENCE WITH C. RECKLER REGARDING BUDGET ISSUES (.4); REVIEW DIP FINANCING ORDER AND RESPONSE (.5)
12/29/11	JSA	.50	TELEPHONE CONFERENCE WITH S. CHARLES (0.2) AND C. RECKLER (0.3) REGARDING BUDGET.
12/29/11	CAR	.20	FOLLOW UP WITH J. SCHMALTZ REGARDING BUDGET (.2)
12/30/11	CAR	.30	FOLLOW UP WITH A. WEIS REGARDING BUDGET AMENDMENT (.3)

Attorney Hours:

J S ATHANAS	(PARTNER)	6.80 hrs @	\$910.00 /hr.	\$6,188.00
C A RECKLER	(PARTNER)	3.40 hrs @	\$860.00 /hr.	\$2,924.00
M L WARREN	(ASSOCIATE)	1.80 hrs @	\$570.00 /hr.	\$1,026.00
K K GEORGE	(ASSOCIATE)	3.20 hrs @	\$375.00 /hr.	\$1,200.00

Paralegal Hours:

Total Services 15.2 hrs \$11,338.00

Other charges:

Total other charges .00

Total current charges 11,338.00

Prior balance due: .00

BALANCE DUE \$11,338.00

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233 S. Wacker Drive, Suite 5800
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LATHAM & WATKINS LLP

INVOICE

December 31, 2011

Graceway Pharmaceuticals, LLC
340 Martin Luther King Jr. Blvd.
Suite 500
Bristol, TN 37620

Tax Identification No: 95-2018373

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Please identify your check or wire transfer with the following numbers:

Invoice No. 120500362

File No. 048081-0104

For professional services rendered through December 31, 2011

re: **Claims Analysis and Objections**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/01/11	LRB	2.00	PREPARATION FOR AND TELECONFERENCE WITH M. BRANZBURG (0.4); COMMUNICATION WITH M. WARREN REGARDING CASE ADMINISTRATION (0.2); ANALYSIS OF INQUIRIES RELATED TO WSA ISSUES AND DRAFT SUMMARY NOTES (0.8); TELECONFERENCE WITH M. WARREN
12/02/11	LRB	.20	REGARDING WSA STATUS AND NEXT STEPS (0.6)
12/05/11	LRB	2.60	RESPONSE TO INQUIRIES FROM M. WARREN REGARDING WSA ISSUES (0.2)
12/06/11	LRB	12.30	TELECONFERENCES WITH M. WARREN AND J. ATHANAS REGARDING WSA ISSUES (0.5); TELECONFERENCE WITH LEXIS CASELAW SUPPORT AND ANALYSIS OF RELEVANT CASELAW RELATED TO PRODUCT RETURNS (2.1)
			TELECONFERENCES WITH M. WARREN REGARDING WSA ISSUES AND CASELAW RESEARCH (0.9); CONFERENCES AND TELECONFERENCES WITH C. KOEPEL AND D. COSTA REGARDING CASELAW RESEARCH ON PRODUCT RETURNS (1.6); REVIEW OF ANALYSIS OF CASELAW REGARDING PRODUCT RETURNS AND ADMINISTRATIVE EXPENSES AND CASELAW RESEARCH REGARDING SAME (2.7); CASELAW ANALYSIS AND REVIEW OF DRAFT MATERIALS REGARDING EXECUTORY CONTRACTS AND BREACH OF SAME (2.9); CASELAW ANALYSIS AND

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CH\1337565.1

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/06/11	DJC	8.60	REVIEW OF MATERIALS RELATED TO IMPLIED COVENANT OF GOOD FAITH AND FAIR DEALING (2.4); DRAFT SUMMARY OF KEY ISSUES AND ANALYSIS OF APPLICATION TO GRACEWAY AND EMAIL TO J. ATHANAS (1.8) MEET WITH L. BAILEY TO DISCUSS RESEARCH REGARDING GOOD FAITH AND FAIR DEALINGS RELATED TO HOLDING UP BANKRUPTCY PROCEEDINGS AND ORGANIZE POST MEETING NOTES (1.1); RESEARCH SECONDARY SOURCES REGARDING CONTRACT CAUSES OF ACTION (1.4); CONDUCT NEW YORK LAW RESEARCH REGARDING GOOD FAITH AND FIAR DEALINGS AND SALE AND RETURN CONTRACT (2.2); CONDUCT TENNESSEE LAW RESEARCH REGARDING GOOD FAITH AND FAIR DEALINGS AND SALE AND RETURN CONTRACTS (1.8); CONDUCT DELAWARE LAW RESEARCH REGARDING GOOD FAITH AND FAIR DEALINGS AND SALE AND RETURN CONTRACTS (2.1)
12/06/11	CRK	11.60	DISCUSS MATTER WITH L. BAILEY AND REVIEW NOTES (.5); DISCUSS POSSIBLE ANALOGOUS CASE LAW WITH L. BAILEY; RESEARCH CASE LAW ON POLICIES BEHIND SECTION 503 OF BANKRUPTCY CODE (2.0) ; DISCUSS RESEARCH FINDINGS WITH L. BAILEY (.5); DRAFT MEMORANDUM TO L. BAILEY REGARDING RESEARCH FINDINGS (1); RESEARCH ABILITY OF CREDITORS TO BRING AN ADMINISTRATIVE EXPENSE CLAIM UNDER A CONTRACT AFTER THAT CONTRACT HAS BEEN REJECTED (1.7); DRAFT MEMORANDUM TO L. BAILEY REGARDING FINDINGS (1.3); RESEARCH 2-PRONG TEST FOR ADMINISTRATIVE EXPENSE STATUS UNDER DE LAW (1.8); DRAFT MEMORANDUM REGARDING RESEARCH AND DISCUSS FINDINGS WITH L. BAILEY (1.2); DRAFT AND EDIT MEMORANDUM REGARDING RESEARCH FINDINGS (1.6)
12/07/11	LRB	2.80	REVIEW OF MEMORANDUM AND INQUIRIES REGARDING RETURNS ANALYSIS AND PREPARATION FOR CONFERENCE CALL (0.6); TELECONFERENCE REGARDING PRODUCT RETURNS ISSUES AND FOLLOW-UP DISCUSSION WITH M. WARREN REGARDING SAME (0.9); DRAFT SUMMARY OF ADDITIONAL ISSUES FOR REVIEW (0.4); EMAIL TO D. COSTA AND C. KOEPEL AND CONFERENCE REGARDING ADDITIONAL RESEARCH AND CONFERENCE REGARDING SAME (0.9)
12/07/11	DJC	1.00	PREPARE FOR MEETING AND MEET WITH L. BAILEY AND C. KOEPEL REGARDING FURTHER RESEARCH INTO CONTRACT BREACHES RELATING TO FAILURE TO PAY AND THE IMPLIED COVENANT OF GOOD FAITH AND FAIR DEALING (1.0)
12/07/11	CRK	1.50	REVIEW RESEARCH MEMORANDUM (.5); PREPARE FOR MEETING WITH L. BAILEY AND D. COSTA, MEET WITH L. BAILEY AND D. COSTA

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/08/11	LRB	1.00	REGARDING ADDITIONAL RESEARCH MATTERS, REVIEW NOTES (1.0)
12/08/11	DJC	.30	REVIEW AND ANALYSIS OF EMAILS REGARDING PRODUCT RETURNS ISSUES (0.3); VOICEMAILS AND EMAILS WITH D. COSTA REGARDING CONTRACT LAW AND BREACH OF CONTRACTS AND REVIEW OF MATERIALS IN PREPARATION FOR CONFERENCE (0.7)
12/08/11	DJC	.20	REVIEW EMAIL CONVERSATION REGARDING POST PETITION, PRE REJECTION ADMINISTRATIVE CLAIMS AND SAMPLE MOTION TO UNDERSTAND FORMATTING AND ORGANIZATION (.30)
12/08/11	DJC	.80	CALL WITH L. BAILEY REGARDING RESEARCH OF BREACH OF CONTRACT (0.2)
12/08/11	DJC	1.30	RESEARCH USING SECONDARY SOURCES REGARDING BREACH OF CONTRACT (.80)
12/08/11	DJC	1.10	RESEARCH OF NEW YORK LAWS REGARDING GOOD FAITH AND FAIR DEALING (1.30)
12/08/11	DJC	1.20	RESEARCH OF DELAWARE LAWS REGARDING GOOD FAITH AND FAIR DEALING (1.10)
12/08/11	DJC	1.20	RESEARCH OF TENNESSEE LAWS REGARDING GOOD FAITH AND FAIR DEALING (1.20)
12/08/11	CRK	5.30	REVIEW NOTES FROM MEETING WITH L. BAILEY AND D. COSTA (.3); REVIEW LOCAL DELAWARE COUNSEL ANALOGOUS PRECEDENT (.4); RESEARCH CREDITOR'S RESPONSIBILITIES TO PERFORM UNDER EXECUTORY CONTRACTS DURING THE POST-PETITION PHASE (.7); RESEARCH WHETHER A CREDITOR REMAINS BOUND TO AN EXECUTORY CONTRACT THAT THE DEBTOR HAS NEITHER ASSUMED OR REJECTED (3.0); DRAFT ANTICIPATED RESPONSES TO CREDITOR'S ARGUMENTS (.9)
12/09/11	LRB	2.20	TELECONFERENCE WITH M. WARREN REGARDING PRODUCT RETURN CONFLICTS AND REVIEW OF EMAILS RELATED TO SAME (0.4); REVIEW OF DRAFT MATERIALS AND PREPARATION FOR AND ATTENDANCE OF CONFERENCE WITH C. KOEPEL REGARDING EXECUTORY CONTRACT RESEARCH AND ANALYSIS (1.8)
12/09/11	DJC	.10	CALL C. KOEPEL TO DISCUSS POTENTIAL RESEARCH REGARDING EXECUTORY CONTRACTS (.10)
12/09/11	DJC	1.50	RESEARCH NEW YORK CONTRACT LAW REGARDING FAILURE TO MAKE PAYMENTS AND CONSEQUENCES OF MATERIAL BREACHES (1.5)
12/09/11	DJC	1.20	RESEARCH TENNESSEE CONTRACT LAW REGARDING FAILURE TO MAKE PAYMENTS AND CONSEQUENCES OF MATERIAL BREACHES (1.20)
12/09/11	CRK	7.00	DRAFT RESPONSES TO ANTICIPATED ARGUMENTS REGARDING (A) WHETHER THE AGREEMENT BETWEEN THE PARTIES IS AN EXECUTORY CONTRACT AND (B) WHETHER THE NON-DEBTOR PARTY MUST CONTINUE TO PERFORM POST-PETITION UNDER A PRE-PETITION EXECUTORY CONTRACT THAT HAS NOT BEEN

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/10/11	CRK	4.20	REJECTED (2.4); CONFERENCE WITH L. BAILEY REGARDING DRAFTING (.1); REVIEW ANALOGOUS CASELAW (1.3); CONFERENCE WITH L. BAILEY REGARDING RESEARCH PROGRESS AND ARGUMENT STRUCTURE, REVIEW NOTES FROM MEETING (1.3); REVIEW PRIOR CASE FILINGS AND BUILD TEMPLATE, CONSTRUCT ARGUMENT OUTLINE (1.9)
12/10/11	CRK	4.20	RESEARCH PERFORMANCE REQUIREMENTS FOR NON-DEBTOR PARTIES TO EXECUTORY CONTRACTS DURING THE POST-PETITION PERIOD, DRAFT ARGUMENT ON SAME (2.8); RESEARCH ORDINARY COURSE OF BUSINESS REQUIREMENT FOR ADMINISTRATIVE EXPENSE STATUS UNDER SECTION 503(C)(3) (1.4)
12/12/11	LRB	2.00	REVIEW OF C. KOEPEL EMAIL AND REVISIONS TO OUTLINE OF RESPONSE TO WHOLESALER OBJECTIONS (0.9); PREPARATION FOR AND CONFERENCE WITH D. COSTA (0.6); REVISIONS TO OUTLINE AND EMAIL TO C. KOEPEL AND D. COSTA REGARDING SAME (0.5)
12/12/11	DJC	.10	TELEPHONE CONFERENCE WITH C. KOEPEL TO DISCUSS ARGUMENT STRUCTURE (.10)
12/12/11	DJC	1.90	RESEARCH CONTRACTS CAUSES OF ACTION REGARDING MATERIALITY OF A FAILURE TO MAKE PAYMENTS (1.90)
12/12/11	DJC	.70	PREPARE FOR AND MEET WITH L. BAILEY REGARDING MEMORANDUM DRAFTING ORGANIZATION AND FOCUS (.70)
12/12/11	DJC	1.60	DRAFT LEGAL ANALYSIS SECTIONS REGARDING GOOD FAITH AND FAIR DEALING (1.60)
12/12/11	DJC	1.40	RESEARCH AND DRAFT ANALYSIS REGARDING SUBSTANTIAL PERFORMANCE OF CONTRACTS AND MATERIAL BREACH (1.40)
12/12/11	CRK	5.90	DRAFT MCKESSON CLAIMS ARGUMENT STRUTURE OUTLINE, DRAFT EMAIL TO L. BAILEY REGRADING SAME (.7); REVIEW GRANT BROADCASTING AND OTHER ANALAGOUS CASELAW (1.4); TELEPHONE CONFERENCE WITH D. COSTA TO DISCUSS ARGUMENT STRUCTURE (.1); DRAFT CASE SUMMARY OF NATIONAL STEEL (.4); RESEARCH DE CASELAW REGARDING SECTION 503(C)(3) (.7); RESEARCH EXECUTORY CONTRACT PERFORMANCE REQUIREMENTS FOR NON-DEBTORS UNDER SECTION 362 (2.6)
12/13/11	LRB	1.70	TELECONFERENCE WITH D. COSTA AND REVIEW AND ANALYSIS OF OUTLINE AND REVIEW OF MATERIALS RELATED TO SAME (0.9); EXCHANGE OF EMAIL MESSAGES WITH M. WARREN REGARDING PRODUCT RETURNS STRATEGY (0.3); REVIEW AND ANALYSIS OF CASELAW REGARDING IMPLIED COVENANT OF GOOD FAITH (0.5)
12/13/11	DJC	.30	PREPARE FOR AND TELEPHONE CONFERENCE WITH L. BAILEY REGARDING ARGUMENT OUTLINE (.30)
12/13/11	DJC	.20	TELEPHONE CONFERENCE WITH C. KOEPEL REGARDING UNDERPERFORMANCE AND

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/13/11	DJC	1.10	MATERIAL BREACH DIFFERENCES (.20) DRAFT RULE STATEMENTS AND LEGAL ANALYSIS REGARDING MATERIALITY OF BREACH AND WITH FAILURE TO PAY (1.1)
12/13/11	DJC	1.60	DRAFT LEGAL STATEMENTS REGARDING EXCUSES TO PERFORMANCE AND SUBSTANTIAL PERFORMANCE OF CONTRACTS (1.60)
12/13/11	DJC	.60	PROOFREAD AND REORGANIZE LEGAL ANALYSIS SECTIONS (.60)
12/13/11	DJC	1.10	RESEARCH BREACH OF CONTRACTS ACTIONS REGARDING EARLY PRODUCT RETURNS (1.10)
12/13/11	DJC	.30	TELECONFERENCE WITH C. KOEPEL TO DISCUSS UPDATED ARGUMENT OUTLINE AND TASK DELEGATION (.30)
12/13/11	CRK	5.50	REVIEW L. BAILEY COMMENTS TO ARGUMENT OUTLINE STRUCTURE (.2); TELECONFERENCE WITH D. COSTA TO DISCUSS UPDATED ARGUMENT OUTLINE AND TASK DELEGATION (.3); DRAFT CASELAW SUMMARIES FOR ARGUMENT OUTLINE SECTIONS REGARDING EXECUTORY CONTRACTS AND POST-PETITION PERFORMANCE REQUIREMENTS (2.2); TELEPHONE CONFERENCE WITH D. COSTA REGARDING UNDERPERFORMANCE AND MATERIAL BREACH DIFFERENCES (.2); DRAFT CASELAW SUMMARIES FOR ARGUMENT OUTLINES SECTIONS REGARDING THE "ACTUAL AND NECESSARY" REQUIREMENT FOR ADMINISTRATIVE CLAIMS STATUS (2.5); TELEPHONE CONFERENCE WITH L. BAILEY TO DISCUSS ARGUMENT STRUTURE (.1)
12/14/11	LRB	4.60	PREPARATION FOR AND CONFERENCE WITH C. KOEPEL AND D. COSTA REGARDING OUTLINE, KEY CASES, AND STRUCTURE OF ANALYSIS (1.1); REVIEW AND ANALYSIS OF KEY CASELAW (0.6); REVIEW OF EMAILS AND LETTER AND SPREADSHEETS FROM M. WARREN AND J. SCHMALTZ REGARDING WSA ISSUES AND EMAILS TO M. WARREN AND J. ATHANAS REGARDING QUESTIONS (1.3); ANALYSIS AND SUMMARY OF PREPETITION / POSTPETITION INQUIRIES REGARDING CHARGEBACKS (1.1); REVIEW OF CASELAW REGARDING EXECUTORY CONTRACTS AND BREACH OF CONTRACTS (0.5)
12/14/11	DJC	1.40	PREPARE FOR AND MEET WITH L. BAILEY AND C. KOEPEL TO UPDATE REGARDING STATUS AND TO DISCUSS MEMORANDUM FORMATTING AND DIRECTION (1.4)
12/14/11	DJC	.80	PROOFREAD AND REORGANIZE LEGAL ANALYSIS MEMORANDUM (.80)
12/14/11	DJC	.30	PROOFREAD AND REORGANIZE MEMORANDUM (.30)
12/14/11	CRK	4.60	REVIEW AND EDIT ARGUMENT OUTLINE (.3); PREPARE FOR MEETING WITH D. COSTA AND L. BAILEY, MEETING WITH SAME TO DISCUSS ARGUMENTS (1); MEETING WITH D. COSTA REGARDING TASK DELAGATION AND MEMORANDUM DRAFTING (.4); REVIEW AND EDIT ARGUMENT OUTLINE (.9); DRAFT

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/15/11	LRB	5.80	ARGUMENT OUTLINE (.6); DRAFT AND FORMAT ARGUMENT OUTLINE INTO FORMAL MEMORANDUM (1.4) REVIEW OF INQUIRIES FROM M. WARREN AND J. ATHANAS REGARDING PREPETITION AND POSTPETITION STRADDLE CONTRACTS AND DRAFT RESPONSE REGARDING SAME (0.9); TELECONFERENCE WITH M. WARREN AND EMAILS REGARDING REJECTION OF GRACEWAY CONTRACTS (0.4); REVIEW AND SUMMARY OF CASELAW REGARDING POSTPETITION "LIMBO" SUPPLY CONTRACTS AND EXECUTORY CONTRACT REJECTION CASELAW AND APPLICATION IN DELAWARE, NEW YORK AND TENNESSEE (2.2); INITIAL REVIEW, ANALYSIS AND REVISIONS OF MEMORANDUM FROM C. KOEPEL AND D. COSTA RELATING TO PRODUCT RETURNS, EXECUTORY CONTRACTS AND BREACH OF CONTRACT RIGHTS (2.3)
12/15/11	DJC	.10	TELEPHONE CONFERENCE WITH C. KOEPEL REGARDING SUMMARY, INTRODUCTION AND CONCLUSION OF FINALIZED LEGAL ANALYSIS MEMORANDUM (.10)
12/15/11	DJC	2.20	DRAFT INTRODUCTORY PARAGRAPHS FOR FINALIZED MEMORANDUM AND PROOFREAD (2.20)
12/15/11	CRK	2.50	DISCUSS DELEGATION OF DRAFTING DUTIES WITH D. COSTA REGARDING RESEARCH MEMORANDUM, DRAFT SUMMARY AND CONCLUSION SECTIONS OF RESEARCH MEMORANDUM (.7); REVIEW AND EDIT RESEARCH MEMORANDUM (.5); TELECONFERENCE WITH D. COSTA REGARDING SUMMARY, INTRODUCTION AND CONCLUSION SECTIONS OF FINALIZED LEGAL ANALYSIS MEMORANDUM (.2); DRAFT FINALIZED LEGAL ANALYSIS MEMORANDUM (1.1)
12/16/11	LRB	.70	REVIEW AND ANALYSIS OF RELEVANT CASELAW RELATING TO EXECUTORY CONTRACTS AND PRODUCT RETURN RIGHTS (0.7)
12/19/11	LRB	2.70	ADDITIONAL ANALYSIS, REVIEW AND REVISIONS OF MEMORANDUM REGARDING EXECUTORY CONTRACTS AND WHOLESALER AGREEMENTS (1.9); REVIEW AND ANALYSIS OF RELEVANT DELAWARE AND NEW YORK CASELAW REGARDING WHOLESALER CONTRACTS (0.8)
12/19/11	MLW	.30	REVIEW FILED 503(B)(9) CLAIMS AND DRAFT EMAIL REGARDING SAME (.3)
12/20/11	ACW	3.60	TELEPHONE CONFERENCE WITH T. HILL, J. SCHMALTZ, J. ATHANAS, M. WARREN, C. RECKLER, J. BELLAMY, J. BOWLES, AND T. ZAIDI REGARDING PLAN OF LIQUIDATION (1.5); EDIT AND REVISE PLAN OF LIQUIDATION (1.8); TELEPHONE CONFERENCE WITH M. WARREN, V. BAHKSHIAN, K. GEORGE, AND S. ORDAZ REGARDING TIMING OF PLAN FILINGS AND CONFIRMATION (0.3)
12/21/11	CAR	.40	PARTICIPATE IN CALLS REGARDING CLAIMS

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/21/11	MLW	.70	RECONCILIATION (.4) CONFERENCE CALL WITH ALVAREZ AND MARSAL TEAM REGARDING CLAIMS ADMINISTRATION PROCESS AND SALE OF EXTON PROPERTY (.7)
12/21/11	ACW	.60	TELEPHONE CONFERENCE WITH M. WARREN, J. EHRENHOFE, C. RECKLER, AND J. SCHMALTZ REGARDING CLAIMS RECONCILIATION (0.6)
12/22/11	MLW	.50	CONFERENCE CALL WITH J. EHERNHOFER AND J. SCHMALTZ REGARDING PREFERENCE CLAIMS LIST (.5)

Attorney Hours:

C A RECKLER	(PARTNER)	.40 hrs @	\$860.00 /hr.	\$ 344.00
M L WARREN	(ASSOCIATE)	1.50 hrs @	\$570.00 /hr.	\$ 855.00
L R BAILEY	(ASSOCIATE)	40.60 hrs @	\$570.00 /hr.	\$23,142.00
A C WEIS	(ASSOCIATE)	4.20 hrs @	\$515.00 /hr.	\$2,163.00
D J COSTA	(ASSOCIATE)	33.00 hrs @	\$375.00 /hr.	\$12,375.00
C R KOEPEL	(ASSOCIATE)	48.10 hrs @	\$375.00 /hr.	\$18,037.50

Paralegal Hours:

Total Services 127.8 hrs \$56,916.50

Other charges:

Total other charges .00

Total current charges 56,916.50

Prior balance due: .00

BALANCE DUE \$56,916.50

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233 S. Wacker Drive, Suite 5800
Chicago, Illinois 60606
Tel: +1.312.876.7700 Fax: +1.312.993.9767
www.lw.com

LATHAM & WATKINS LLP

INVOICE

December 31, 2011

Graceway Pharmaceuticals, LLC
340 Martin Luther King Jr. Blvd.
Suite 500
Bristol, TN 37620

Tax identification No: 95-2018373

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Please identify your check or wire transfer with the following numbers:

Invoice No. 120500363
File No. 048081-0105

For professional services rendered through December 31, 2011
re: **General Litigation**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>	
12/16/11	JSA	.50	CONFERENCE CALL WITH 2ND LIEN LENDERS REGARDING NYCOMED (0.5)	
<u>Attorney Hours:</u>				
J S ATHANAS	(PARTNER)	.50 hrs @	\$910.00 /hr.	\$ 455.00
<u>Paralegal Hours:</u>				
Total Services		0.5 hrs		\$ 455.00
<u>Other charges:</u>				
Total other charges				<u>.00</u>
Total current charges				<u>455.00</u>
Prior balance due:				.00
BALANCE DUE				<u>\$ 455.00</u>

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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LATHAM & WATKINS LLP

Tax identification No: 95-2018373

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Graceway Pharmaceuticals, LLC
340 Martin Luther King Jr. Blvd.
Suite 500
Bristol, TN 37620

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WIRE TRANSFERS:

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One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Please identify your check or wire transfer with the following numbers:

Invoice No. 120500364
File No. 048081-0106

For professional services rendered through December 31, 2011
re: **Corporate Securities and Tax**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/01/11	VCB	.50	CONFER WITH T. CAMPION REGARDING TAX MATTERS (0.2); REVIEW ACCOUNTANTS EMAILS REGARDING TAX MATTERS (0.3)
12/04/11	VCB	1.80	REVIEW AND PREPARE COMMENTS TO DRAFT LIMITED LIABILITY COMPANY AGREEMENT (1.80)
12/05/11	JMK	.30	REVIEW MODEL LLC AGREEMENT AND V. BARBOSA MARK-UP (0.3)
12/16/11	JMK	.50	TELEPHONE CONFERENCE WITH V. BARBOSA REGARDING TAX MATTERS (.2); REVIEW PLAN AND DISCLOSURE STATEMENT PRECEDENT (.3)

Attorney Hours:

J M KRONSNOBLE	(PARTNER)	.80 hrs @	\$965.00 /hr.	\$ 772.00
V C BARBOSA	(ASSOCIATE)	2.30 hrs @	\$670.00 /hr.	\$1,541.00

Paralegal Hours:

Total Services	3.1 hrs	\$2,313.00
<u>Other charges:</u>		
Total other charges		.00
Total current charges		<u>2,313.00</u>
Prior balance due:		.00
BALANCE DUE		<u>\$2,313.00</u>

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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233 S. Wacker Drive, Suite 5800
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Tax identification No: 95-2018373

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December 31, 2011

Graceway Pharmaceuticals, LLC
340 Martin Luther King Jr. Blvd.
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REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:

Latham & Watkins LLP
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Carol Stream, IL
60132-2130

Please identify your check or wire transfer with the following numbers:

Invoice No. 120500365
File No. 048081-0107

For professional services rendered through December 31, 2011
re: **Avoidance Actions**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/02/11	JSA	.60	EMAILS AND PHONE CALLS WITH GTCR REGARDING SETTLEMENT (0.3, 0.3)
12/15/11	JSA	.50	PHONE CALLS WITH S. CHARLES REGARDING FRAUDULENT CONVEYANCE ACTIONS (0.5)
12/16/11	JSA	1.00	PHONE CALLS WITH GTCR (0.5) AND FIRST LIEN LENDERS (0.5) REGARDING SETTLEMENT OF GTCR AVOIDANCE ACTIONS
12/22/11	JSA	.50	EMAIL CORRESPONDENCE WITH ALVAREZ REGARDING PREFERENCE DEMAND LETTERS (0.5)
12/22/11	ACW	.70	TELEPHONE CONFERENCE WITH J. SCHMALTZ, M. WARREN, AND J. EHRENHOFER REGARDING POTENTIAL PREFERENCE ACTIONS (0.4); EMAILS WITH J. SCHMALTZ, T. HILL, J. ATHANAS, M. WARREN, AND J. EHRENHOFER REGARDING POTENTIAL PREFERENCE ACTIONS (0.3)
12/28/11	JSA	.80	REVIEWED LIST OF POTENTIAL PREFERENCES AND DEFENSES (.5); TELEPHONE CONFERENCE WITH C. RECKLER REGARDING SAME (.3)

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CH1337569.1

Attorney Hours:

J S ATHANAS	(PARTNER)	3.40 hrs @	\$910.00 /hr.	\$3,094.00
A C WEIS	(ASSOCIATE)	.70 hrs @	\$515.00 /hr.	\$ 360.50

Paralegal Hours:

Total Services	4.1 hrs	\$3,454.50
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Other charges:

Total other charges	.00
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Total current charges	<u>3,454.50</u>
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BALANCE DUE	<u>\$3,454.50</u>
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BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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LATHAM & WATKINS LLP

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December 31, 2011

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SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Please identify your check or wire transfer with the following numbers:

Invoice No. 120500366
File No. 048081-0108

For professional services rendered through December 31, 2011
re: Asset Sales

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/01/11	JSA	4.50	ATTEND TO CLOSING ISSUES (4.5)
12/01/11	ZAJ	9.10	REVIEW AND RESPOND TO CORRESPONDENCE REGARDING CLOSING (3.6); TELEPHONE CONFERENCE WITH G. EDELSON REGARDING CLOSING MATTERS (0.2); TELEPHONE CONFERENCE WITH T. CAMPION REGARDING CLOSING (0.2); TELEPHONE CONFERENCE WITH MEDICIS'S COUNSEL REGARDING CLOSING MATTERS (2.1); REVIEW AND REVISE BOARD MINUTES (0.2); TELEPHONE CONFERENCE WITH SUN PHARMA REGARDING DEPOSIT (0.1); TELEPHONE CONFERENCE WITH T. ZAHDI REGARDING BOARD GOVERNANCE ISSUES (0.2); TELEPHONE CONFERENCE WITH BOARD OF MANAGERS OF GRACEWAY (1.0); TELEPHONE CONFERENCE WITH A. WEARE AND T. CAMPION REGARDING IP ASSIGNMENT DOCUMENTS (0.2); REVIEW AND REVISE CLOSING DOCUMENTS (1.1); TELEPHONE CONFERENCE WITH T. CAMPION AND G. EDELSON REGARDING CLOSING MATTERS (0.2)
12/01/11	CAR	2.40	PARTICIPATE IN NUMEROUS CALLS REGARDING CLOSING (.4, .3, .6, .2); REVIEW FUNDS FLOW (.9)
12/01/11	TFC	13.40	TELEPHONE CONFERENCES WITH WEIL AND LATHAM WORKING GROUPS REGARDING CLOSING MATTERS (2.6); REVIEW AND REVISE CLOSING DELIVERABLES, INCLUDING SIDE

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CH\1337570.1

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
			LETTER, PATENT ASSIGNMENT AND EXHIBIT (3.8); DRAFT AND REVIEW CORRESPONDENCE REGARDING CLOSING DELIVERABLES AND CLOSING LOGISTICS (2.4); OFFICE CONFERENCES WITH G. EDELSON REGARDING CLOSING DELIVERABLES AND LOGISTICS (.6); TELEPHONE CONFERENCES WITH K. JUNIK CLOSING DELIVERABLES AND LOGISTICS (.7); TELEPHONE CONFERENCES WITH IP COUNSEL REGARDING PATENT ASSIGNMENT AND EXHIBIT AND DRAFT AND REVIEW CORRESPONDENCE REGARDING SAME (.7); TELEPHONE CONFERENCES WITH J. SCHMALTZ REGARDING FUNDS FLOW AND CLOSING LOGISTICS (.5); REVIEW AND REVISE FLOW OF FUNDS MEMORANDUM AND DRAFT AND REVIEW CORRESPONDENCE REGARDING SAME (2.1)
12/01/11	ABW	2.40	ATTEND TO IP MATTERS ON ASSIGNMENT AGREEMENT (2.40)
12/01/11	GJE	14.80	PARTICIPATE IN CLOSING STATUS CONFERENCE CALLS WITH TEAM AND WEIL TEAM (1.7); PARTICIPATE IN FUNDS FLOW CONFERENCE CALL WITH TEAM (0.5); PARTICIPATE IN BOARD OF MANAGERS MEETING CONFERENCE CALL WITH TEAM (1.0); CORRESPONDENCE WITH TEAM AND CLIENT (1.0); REVIEW TEAM AND CLIENT CORRESPONDENCE (1.5); REVISE CLOSING DOCUMENTS (2.0); SEND SIGNATURE PAGE PACKAGES TO APPROPRIATE PARTIES (0.4); COORDINATE FINALIZATION OF CLOSING DOCUMENTS AND COMPILATION OF FULLY EXECUTED VERSIONS (0.8); REVISE CLOSING CHECKLIST AND CIRCULATE TO TEAM AND WEIL TEAM (0.7); COORDINATE WITH K. HODGE AND E. CRAVEN REGARDING FINALIZATION OF SUBLEASE AGREEMENT AND EXECUTION OF SIGNATURE PAGE BY HEAD LANDLORD (0.5); COORDINATE AND SEND INVITATIONS FOR CLOSING CALL TO ALL PARTIES (0.3); DRAFT RESIGNATION LETTERS FOR DEPARTING DIRECTORS/MANAGERS AND SEND TO Z. JUDD FOR REVIEW AND COMMENT (0.9); SEND RESIGNATION LETTERS TO CLIENT FOR EXECUTION (0.3); REVIEW ORGANIZATIONAL DOCUMENTS AND LIST SECTIONS IN LIMITED LIABILITY COMPANY AGREEMENTS THAT MUST BE AMENDED DUE TO BOARD CHANGES (1.8); SEND EMAIL SUMMARIZING ORGANIZATIONAL DOCUMENT RESEARCH TO Z. JUDD (0.8); SEND THOSE CLOSING DOCUMENTS CURRENTLY FINALIZED TO WEIL TEAM FOR REVIEW AND SIGN-OFF (0.6)
12/01/11	MLW	1.90	EDIT AND REVISE FUNDS FLOW AND CONFERENCE WITH VARIOUS PARTIES REGARDING SAME (.8); CONFERENCE WITH STALKING HORSE REGARDING ASSIGNMENT OF CONTRACTS AND BREAK FEE (.6); DRAFT EMAILS TO CONTRACT COUNTERPARTIES REGARDING

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/01/11	ACW	5.10	ASSUMPTION AND ASSIGNMENT OF CONTRACTS (.5) REVISE METAPHOR SETTLEMENT AGREEMENT BASED ON COMMENTS FROM M. BENN (0.3); EMAILS WITH M. BENN REGARDING METAPHOR SETTLEMENT AGREEMENT (0.2); EMAILS WITH M. JOYCE REGARDING METAPHOR SETTLEMENT AGREEMENT AND 9019 MOTION (0.4); EMAILS WITH J. BELLAMY REGARDING EXECUTION OF METAPHOR SETTLEMENT AGREEMENT (0.3); DRAFT MOTION TO APPROVE METAPHOR SETTLEMENT AGREEMENT (2.3); REVISE MOTION TO APPROVE METAPHOR SETTLEMENT AGREEMENT BASED ON COMMENTS FROM M. WARREN (0.3); REVISE MOTION TO APPROVE METAPHOR SETTLEMENT AGREEMENT BASED ON COMMENTS FROM C. RECKLER (0.3); EMAILS WITH J. BELLAMY, J. BOWLES, AND T. ZAIDI REGARDING MOTION TO APPROVE METAPHOR SETTLEMENT AGREEMENT (0.2); EMAILS WITH M. JOYCE REGARDING MOTION TO APPROVE METAPHOR SETTLEMENT AGREEMENT (0.2); EMAILS WITH M. BENN REGARDING MOTION TO APPROVE METAPHOR SETTLEMENT AGREEMENT (0.3); REVISE MOTION TO APPROVE METAPHOR SETTLEMENT AGREEMENT BASED ON COMMENTS FROM M. BENN (0.3)
12/01/11	SSR	1.10	PREPARE FINAL EXECUTION VERSIONS OF BILL OF SALE, CANADIAN BILL OF SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT, CANADIAN ASSIGNMENT AND ASSUMPTION AGREEMENT, TRADEMARK ASSIGNMENT, OFFICER'S CERTIFICATE OF SELLERS, FIRPTA CERTIFICATES JOINT INSTRUCTION TO ESCROW AGREEMENT, SECRETARY'S CERTIFICATE OF SELLERS CERTIFYING RESOLUTIONS, RECEIVER'S CERTIFICATE, IP POWER OF ATTORNEY AND CANADIAN SUBLEASE, PER G. EDELSON'S REQUEST(1.10)
12/02/11	JSA	3.00	ATTEND TO CLOSING ISSUES (2.2) EMAILS WITH 2ND LIEN LENDERS REGARDING SALE PROCEEDS (0.3); REVIEW SALE HEARING TRANSCRIPT REGARDING COMMITTEE SETTLEMENT (0.5)
12/02/11	ZAJ	6.70	TELEPHONE CONFERENCE WITH ALL PARTIES REGARDING CLOSING (0.7); REVIEW AND RESPOND TO CORRESPONDENCE REGARDING CLOSING (1.7); TELEPHONE CONFERENCE WITH T. CAMPION REGARDING SAME (0.2); REVIEW AND REVISE BOARD AND STOCKHOLDER CONSENTS IN CONNECTION WITH VARIOUS POST-CLOSING GOVERNANCE MATTERS (2.8); TELEPHONE CONFERENCE WITH T. ZAHDI REGARDING SAME (0.2); CONFERENCE WITH G. EDELSON REGARDING SAME (0.8); REVIEW AND RESPOND TO CORRESPONDENCE REGARDING SAME (0.3)
12/02/11	CAR	.70	PARTICIPATE IN CLOSING CALL (.3); FOLLOW UP ON OPEN TRANSITION ITEMS (.4)
12/02/11	TFC	5.10	ATTEND CLOSING CALL WITH ALL PARTIES (.6);

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
			DRAFT AND REVIEW CORRESPONDENCE REGARDING VARIOUS WIRES (1.3); TELEPHONE CONFERENCES WITH J. SCHMALTZ REGARDING FUNDS FLOW AND CLOSING LOGISTICS (.4); DRAFT AND REVIEW CORRESPONDENCE REGARDING CLOSING DELIVERABLES AND CLOSING LOGISTICS (2.4); DRAFT AND REVIEW CORRESPONDENCE REGARDING RETURN OF DEPOSIT TO SUN PHARMA AND TELEPHONE CONFERENCE WITH J. HATTERSLEY REGARDING SAME (.4)
12/02/11	KMA	.30	CONFER WITH E. SCHERB AND T. CAMPION REGARDING JOINT CUSTOMER LETTER AND OUTSTANDING REIMBURSEMENT ISSUES (.30)
12/02/11	GJE	10.70	PARTICIPATE IN CLOSING CALL WITH ALL PARTIES (0.5); CORRESPONDENCE WITH TEAM AND CLIENT (1.0); REVIEW TEAM AND CLIENT CORRESPONDENCE (0.8); COORDINATE WITH K. HODGES AND E. CRAVEN REGARDING FINALIZATION OF CANADIAN SUBLEASE AND EXECUTION OF SIGNATURE PAGE BY HEAD LANDLORD (0.3); FINALIZE CLOSING DOCUMENTS AND COMPILE FULLY EXECUTED VERSIONS OF EACH (2.3); DRAFT VARIOUS BOARD AND EQUITY HOLDER CONSENTS FOR GRACEWAY ENTITIES IN ORDER TO REVISE DIRECTORS, OFFICERS, BOARD SIZES AND LIMITED LIABILITY COMPANY AGREEMENTS (1.9); SEND DRAFTS OF CONSENTS AND RELATED DOCUMENTS TO Z. JUDD FOR REVIEW AND COMMENT (0.2); REVISE DOCUMENTS TO INCORPORATE COMMENTS FROM Z. JUDD (1.0); COORDINATE WITH GOODMAN'S TEAM REGARDING CANADIAN RESOLUTIONS (0.3); REVIEW ORGANIZATIONAL DOCUMENTS FOR LATIN AMERICAN ENTITIES (0.5); REVIEW AND REVISE FORM OF AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT FROM Z. JUDD AND DRAFT COUNTERPARTS FOR APPROPRIATE GRACEWAY ENTITIES (0.6); CIRCULATE FULL SET OF EXECUTED CLOSING DOCUMENTS TO ENTIRE WORKING GROUP (0.6); CORRESPONDENCE WITH BANKRUPTCY AND TAX TEAMS REGARDING LIMITED LIABILITY COMPANY AGREEMENTS (0.7)
12/02/11	MLW	1.40	ATTEND TO ISSUES IN CONNECTION WITH CLOSING OF ASSET SALE (1.4)
12/02/11	ACW	.80	CONFERENCE CALL WITH MEDICIS, WEIL, WACHTELL, ALVAREZ, GOODMAN'S AND LATHAM TEAMS REGARDING CLOSING (0.3); EMAILS WITH J. BELLAMY REGARDING FILING OF MOTION TO APPROVE SETTLEMENT WITH METAPHOR (0.1); EMAILS WITH M. JOYCE REGARDING EXECUTED SETTLEMENT AGREEMENT AND FILING OF 9019 MOTION (0.3); EMAILS WITH S. UNION REGARDING CLOSING OF SALE (0.1)
12/03/11	ZAJ	.70	TELEPHONE CONFERENCE WITH SUN PHARMA REPRESENTATIVE REGARDING DEPOSIT (0.2);

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/03/11	TFC	.40	REVIEW AND RESPOND TO CORRESPONDENCE REGARDING SAME (0.5)
12/03/11	GJE	.90	DRAFT AND REVIEW CORRESPONDENCE REGARDING RETURN OF DEPOSIT TO SUN PHARMA (.4)
12/04/11	ZAJ	1.30	REVIEW TEAM, CLIENT AND SUN CORRESPONDENCE REGARDING RETURN OF GOOD FAITH DEPOSIT FROM ESCROW AGENT (0.9)
12/04/11	GJE	3.80	REVIEW AND REVISE BOARD AND SHAREHOLDER CONSENTS IN CONNECTION WITH POST-CLOSING GOVERNANCE STRUCTURE (1.2); REVIEW AND RESPOND TO CORRESPONDENCE REGARDING SAME (0.1)
12/05/11	ZAJ	1.60	REVIEW AND REVISE CONSENTS, RESOLUTIONS AND AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENTS FOR VARIOUS GRACEWAY ENTITIES REGARDING DIRECTORS, OFFICERS, BOARD SIZE AND OTHER GOVERNANCE MATTERS (2.9); INCORPORATE TAX COMMENTS (0.4); SEND DRAFT DOCUMENTS TO Z. JUDD FOR REVIEW AND COMMENT (0.3); COORDINATE CONFERENCE CALL WITH T. ZAIDI AND Z. JUDD TO DISCUSS CHANGES TO ORGANIZATIONAL DOCUMENTS (0.2)
12/05/11	GJE	4.40	TELEPHONE CONFERENCE WITH SUN AND LATHAM & WATKINS REPRESENTATIVES REGARDING DEPOSIT (0.7); TELEPHONE CONFERENCE WITH T. ZAHDI REGARDING POST-CLOSING GOVERNANCE MATTERS (0.5); REVIEW AND ANALYZE SAME (0.4)
12/06/11	ZAJ	.70	LEAD CONFERENCE CALL WITH Z. JUDD AND T. ZAIDI REGARDING AMENDMENTS TO ORGANIZATIONAL DOCUMENTS AND RELATED CONSENTS AND RESOLUTIONS (0.5); REVISE ORGANIZATIONAL DOCUMENTS AND RELATED CONSENTS AND RESOLUTIONS (2.0); SEND DOCUMENTS TO Z. JUDD AND CLIENT (0.4); REVIEW TEAM AND CLIENT CORRESPONDENCE (0.5); CORRESPONDENCE WITH TEAM AND CLIENT (0.3); COORDINATE FINAL SIGN-OFF ON ORGANIZATIONAL DOCUMENTS WITH TAX SPECIALISTS (0.2); CORRESPONDENCE WITH GOODMAN'S TEAM REGARDING EXECUTED BOARD RESIGNATIONS (0.3); CORRESPONDENCE WITH K. HODGE REGARDING EXECUTED OCCUPANCY LICENSE (0.2)
12/06/11	GJE	.70	TELEPHONE CONFERENCE WITH J. BELLAMY, B. MOCCIA AND A&M REGARDING P&O COMPLAINT LETTER (0.4); REVIEW AND RESPOND TO CORRESPONDENCE REGARDING RETURN LIABILITY (0.3)
12/07/11	ZAJ	.90	CORRESPONDENCE WITH TEAM (0.3); REVIEW TEAM CORRESPONDENCE (0.3); CORRESPONDENCE WITH K. HODGE REGARDING OCCUPANCY LICENSE (0.1)
			TELEPHONE CONFERENCE WITH GRACEWAY, LW AND A&M REGARDING RETURNS AND RELATED LIABILITIES (0.6); REVIEW DOCUMENTS IN

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/07/11	ERS	.50	CONNECTION WITH SAME (0.3) VARIOUS TELEPHONE CONFERENCES WITH LATHAM ATTORNEYS REGARDING ANALYSIS OF REGULATORY ISSUES FOR GOVERNMENTAL PRICING AGREEMENTS AND RELATED RETURNS ISSUES (.50)
12/07/11	KMA	3.00	CONFER WITH E. SCHERB AND M. WARREN REGARDING RETURNED PRODUCTS POLICY (.20); CONFER WITH B. HAAS AND R. BRANDT REGARDING SAME (.20); REVIEW AND ANALYZE REGULATIONS REGARDING MANUFACTURER'S OBLIGATION TO ACCEPT RETURNED PRODUCT (1.60); REVIEW AND ANALYZE GRACEWAY'S VA MASTER AGREEMENT AND RETURNED GOODS OBLIGATIONS (.90); CONFER WITH E. SCHERB REGARDING SAME (.10)
12/07/11	GJE	2.00	REVIEW TEAM CORRESPONDENCE (0.4); CORRESPONDENCE WITH TEAM (0.3); DRAFT CLOSING SET INDEX (1.3)
12/08/11	ZAJ	.30	REVIEW AND RESPOND TO CORRESPONDENCE REGARDING POST-CLOSING GOVERNANCE STRUCTURE AND RETURN LIABILITY
12/08/11	GJE	1.80	REVISE CLOSING SET INDEX AND SEND DRAFT TO T. CAMPION FOR REVIEW AND COMMENT (0.3); DISCUSS SIGNATURE PAGES TO ORGANIZATIONAL DOCUMENTS WITH T. ZAIDI (0.2); COMPILER SIGNATURE PAGE PACKAGE AND SEND TO T. ZAIDI FOR EXECUTION (0.5); CORRESPONDENCE WITH GOODMAN'S TEAM REGARDING EXECUTED DOCUMENTS (0.2); REVIEW TEAM AND CLIENT CORRESPONDENCE (0.3); CORRESPONDENCE WITH TEAM AND CLIENT (0.3)
12/09/11	ERS	.20	VARIOUS CONFERENCES WITH LATHAM ATTORNEYS REGARDING REGULATORY REBATE AND RELATED CONTRACTING ISSUES
12/09/11	KMA	.20	CONFER WITH E. SCHERB AND M. WARREN REGARDING BANKRUPTCY PROVISION IN GRACEWAY'S VA AGREEMENT
12/09/11	KKG	1.50	COMPOSE 9019 MOTION FOR EWP AGREEMENT (1.5)
12/12/11	GJE	.40	REVISE CLOSING BOOK INDEX TO INCORPORATE COMMENTS FROM T. CAMPION (0.4)
12/13/11	GJE	1.80	COLLECT AND ORGANIZE DOCUMENTS FOR CLOSING BINDERS (1.5); DISCUSS CLOSING SETS AND INDEX WITH T. CAMPION (0.3)
12/14/11	ZAJ	.30	CONFERENCE WITH G. EDELSON REGARDING CLOSING DOCUMENTS (0.2); REVIEW AND RESPOND TO CORRESPONDENCE REGARDING SAME (0.1)
12/14/11	GJE	1.30	CORRESPONDENCE WITH TEAM AND WEIL TEAM REGARDING CONTENTS OF DATA ROOM (0.4); REVIEW TEAM CORRESPONDENCE (0.2); COLLECT AND ORGANIZE DOCUMENTS FOR CLOSING BINDERS (0.4); COORDINATE COPYING AND FORMATTING OF CLOSING BINDERS (0.3)
12/15/11	ZAJ	.60	TELEPHONE CONFERENCE WITH T. CAMPION REGARDING MEDICIS REQUEST (0.2); TELEPHONE

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/15/11	GJE	2.00	CONFERENCE WITH M. WARREN REGARDING SAME (0.2); REVIEW ASSET PURCHASE AGREEMENT IN CONNECTION WITH SAME (0.2) REVIEW COMPLETED CLOSING BINDERS AND DISTRIBUTE TO TEAM MEMBERS (0.6); ENTER TRANSACTION INFORMATION INTO DATABASE (1.0); CORRESPONDENCE WITH TEAM (0.2); REVIEW TEAM CORRESPONDENCE (0.2)
12/20/11	GJE	1.00	CORRESPONDENCE WITH TEAM REGARDING CHANGES TO OFFICERS AND DIRECTORS OF DEBTOR ENTITIES (0.7); REVIEW TEAM CORRESPONDENCE (0.3)
12/22/11	JSA	.80	EDIT FURNITURE SALE ORDER (0.5); EMAILS WITH TEAM REGARDING SAME (0.3)
12/22/11	ACW	.40	EMAILS WITH B. MEYERSON, M. WARREN, AND J. SCHMALTZ REGARDING SALE OF EXTON PROPERTY (0.2); EMAILS WITH M. WARREN, COUNSEL TO LENDERS AND COUNSEL TO COMMITTEE REGARDING SALE OF EXTON PROPERTY (0.2)
12/27/11	ACW	6.00	EMAILS WITH J. SCHMALTZ REGARDING UPDATED SCHEDULE 3 TO SALE ORDER (0.2); EMAILS WITH C. RECKLER AND K. COYLE REGARDING REVISED SALE ORDER (0.2); NON-WORKING TRAVEL (5.6)
12/28/11	ACW	.20	EMAILS WITH K. COYLE REGARDING REVISED SCHEDULE 3 TO SALE ORDER (.20)
12/30/11	DSH	.60	ATTENTION ALLOCATION DOCUMENTS AND STATUS OF SALE (.60)
12/30/11	TFC	.30	DRAFT AND REVIEW CORRESPONDENCE REGARDING ALLOCATION SCHEDULES (.3)
12/30/11	GJE	.50	REVIEW ASSET ALLOCATION SCHEDULES FROM MEDICIS TEAM (0.4); REVIEW CORRESPONDENCE (0.1)

Attorney Hours:

D S HELLER	(PARTNER)	.60 hrs @	1065.00 /hr.	\$ 639.00
J S ATHANAS	(PARTNER)	8.30 hrs @	\$910.00 /hr.	\$7,553.00
C A RECKLER	(PARTNER)	3.10 hrs @	\$860.00 /hr.	\$2,666.00
T F CAMPION	(ASSOCIATE, SR.)	19.20 hrs @	\$640.00 /hr.	\$12,288.00
E R SCHERB	(COUNSEL)	.70 hrs @	\$810.00 /hr.	\$ 567.00
Z A JUDD	(PARTNER)	22.20 hrs @	\$810.00 /hr.	\$17,982.00
A B WEARE	(ASSOCIATE, SR.)	2.40 hrs @	\$670.00 /hr.	\$1,608.00
M L WARREN	(ASSOCIATE)	3.30 hrs @	\$570.00 /hr.	\$1,881.00
G J EDELSON	(ASSOCIATE)	46.10 hrs @	\$515.00 /hr.	\$23,741.50
A C WEIS	(ASSOCIATE)	12.50 hrs @	\$515.00 /hr.	\$6,437.50
K K GEORGE	(ASSOCIATE)	1.50 hrs @	\$375.00 /hr.	\$ 562.50
K M ALMAR	(ASSOCIATE)	3.50 hrs @	\$570.00 /hr.	\$1,995.00

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Paralegal Hours:

SS ROWE	(PARALEGAL)	<u>1.10 hrs @</u>	\$225.00 /hr.	\$ 247.50
Total Services		124.5 hrs		\$78,168.00
<u>Other charges:</u>				
Total other charges				<u>.00</u>
Total current charges				<u>78,168.00</u>
Prior balance due:				.00
BALANCE DUE				<u>\$78,168.00</u>

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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233 S. Wacker Drive, Suite 5800
Chicago, Illinois 60606
Tel: +1.312.876.7700 Fax: +1.312.993.9767
www.lw.com

LATHAM & WATKINS LLP

INVOICE

December 31, 2011

Graceway Pharmaceuticals, LLC
340 Martin Luther King Jr. Blvd.
Suite 500
Bristol, TN 37620

Tax identification No: 95-2018373

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:
Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:
Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Please identify your check or wire transfer with the following numbers:
Invoice No. 120500367
File No. 048081-0109

For professional services rendered through December 31, 2011
re: **Executory Contracts**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/01/11	MLW	2.70	REVIEW REJECTION LIST AND CONFERENCE CALL WITH COMPANY REGARDING SAME (1.6); EDIT AND REVISE MOTION TO REJECT LEASES AND EXECUTORY CONTRACTS (1.1);
12/01/11	ACW	.30	EMAILS WITH D. MEYER AND D. SCHILI REGARDING ASSUMPTION OF EI INC. CONTRACTS (0.3)
12/02/11	ACW	.20	EMAILS WITH D. ROSENBLUM REGARDING REJECTION OF CONTRACT NO. 271 (0.2)
12/12/11	AMB	2.10	DRAFT MOTION TO REJECT AN EXECUTORY CONTRACT WITH CAPITAL RETURNS, INC. (1.3); REVISE MOTION TO REJECT AN EXECUTORY CONTRACT WITH CAPITAL RETURNS, INC. TO REFLECT M. WARREN COMMENTS (.80)
12/13/11	JSA	.80	REVIEW CAPITAL RETURNS REJECTION MOTION (0.5); PHONE CALL WITH M. WARREN REGARDING SAME (0.3)
12/20/11	ACW	.30	REVISE ORDER APPROVING REJECTION OF EXTON LEASE TO INCLUDE ADDITIONAL SALE INFORMATION (0.3)
12/22/11	JSA	.70	EDITED KONICA REJECTION MOTION (0.7)
12/22/11	CAR	.30	REVIEW REJECTION MOTION (.30)
12/22/11	KKG	4.40	DRAFT MOTION TO REJECT THE KONICA LEASE FOR THE PRINTER (CALLED THE SERVICES AGREEMENT) (4.4)
12/22/11	MLW	1.10	EDIT AND REVISE MOTION TO REJECT KONICA

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/22/11	ACW	.60	COPIER LEASE NUNC PRO TUNC TO MOTION DATE (1.1) EMAILS WITH J. BOWLES REGARDING ORDER RESOLVING EI CURE OBJECTION (0.1); EMAILS WITH M. SEWARD AND M. WARREN REGARDING CERTIFICATES OF NO OBJECTION (0.1); EMAILS WITH C. PULEO REGARDING REJECTION OF KONICA MINOLTA LEASES (0.2); EMAILS WITH M. WARREN, K. GEORGE, AND BMC REGARDING SERVICE OF MOTION TO REJECT KONICA MINOLTA LEASES (0.2)

Attorney Hours:

J S ATHANAS	(PARTNER)	1.50 hrs @	\$910.00 /hr.	\$1,365.00
C A RECKLER	(PARTNER)	.30 hrs @	\$860.00 /hr.	\$ 258.00
M L WARREN	(ASSOCIATE)	3.80 hrs @	\$570.00 /hr.	\$2,166.00
A C WEIS	(ASSOCIATE)	1.40 hrs @	\$515.00 /hr.	\$ 721.00
A M BAKHOS	(ASSOCIATE)	2.10 hrs @	\$375.00 /hr.	\$ 787.50
K K GEORGE	(ASSOCIATE)	4.40 hrs @	\$375.00 /hr.	\$1,650.00

Paralegal Hours:

Total Services 13.5 hrs \$6,947.50

Other charges:

Total other charges .00

Total current charges **6,947.50**

Prior balance due: .00

BALANCE DUE **\$6,947.50**

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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233 S. Wacker Drive, Suite 5800
Chicago, Illinois 60606
Tel: +1.312.876.7700 Fax: +1.312.993.9767
www.lw.com

LATHAM & WATKINS LLP

INVOICE

December 31, 2011

Graceway Pharmaceuticals, LLC
340 Martin Luther King Jr. Blvd.
Suite 500
Bristol, TN 37620

Tax identification No: 95-2018373

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:

Latham & Watkins LLP
P.O. Box 2130
Carol Stream, IL
60132-2130

Please identify your check or wire transfer with the following numbers:

Invoice No. 120500368

File No. 048081-0110

For professional services rendered through December 31, 2011
re: **Fee and Retention Application**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
12/06/11	JSA	1.30	REVIEW BILLS FOR NOVEMBER FEE APPLICATION (1.3)
12/16/11	ECA	1.90	REVIEW DOCKET AND UPDATE MASTER CONFLICTS SEARCH LIST (1.70); CORRESPOND WITH M. WARREN AND A. WEIS REGARDING SAME (.20)
12/19/11	JSA	.40	PHONE CALL WITH A&M REGARDING UST COMMENTS TO FEE APPLICATION (0.4)
12/20/11	CAR	.40	REVISE AND EDIT EMAIL TO UST REGARDING A&M FEE APPLICATION (.4)
12/23/11	JSA	.60	EMAIL CORRESPONDENCE (0.3) AND TELEPHONE CONFERENCE (0.3) WITH C. RECKLER REGARDING US TRUSTEE COMMENTS REGARDING LATHAM'S FIRST FEE APPLICATION.
12/23/11	CAR	.90	REVIEW AND RESPOND TO COMMENTS FROM UST REGARDING LATHAM & WATKINS AND LAZARD FEE STATEMENTS (.9)

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CH\1337572.1

Attorney Hours:

J S ATHANAS	(PARTNER)	2.30 hrs @	\$910.00 /hr.	\$2,093.00
C A RECKLER	(PARTNER)	1.30 hrs @	\$860.00 /hr.	\$1,118.00

Paralegal Hours:

E C ARNOLD	(PARALEGAL)	<u>1.90 hrs @</u>	\$320.00 /hr.	\$ 608.00
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Total Services	5.5 hrs			\$3,819.00
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Other charges:

Total other charges				<u>.00</u>
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Total current charges				<u>3,819.00</u>
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Prior balance due:				.00
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BALANCE DUE				<u>\$3,819.00</u>
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BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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