

EXHIBIT B

**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

Objection Deadline: 12/27/2011 @ 4:00 PM
Hearing Date: Only if Objections are Filed

**SECOND MONTHLY APPLICATION OF ELLIOTT GREENLEAF,
CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD NOVEMBER 1, 2011 THROUGH NOVEMBER 30, 2011**

Name of Applicant: Elliott Greenleaf

Authorized to Provide
Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: Nunc Pro Tunc to October 11, 2011

Period for which compensation and
reimbursement is sought: November 1, 2011 through November 30, 2011

Amount of Compensation sought as
actual, reasonable and necessary: \$103,565.00 (80%, \$82,852.00)

Amount of Expense Reimbursement sought
as actual, reasonable and necessary: \$2,893.24

This is a: x monthly: interim final application

The total time expended for fee application preparation is approximately 8.0 hours and the corresponding compensation requested is approximately \$2,100.00.

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); Graceway Holdings, LLC, a Delaware limited liability company (2502); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385); Chester Valley Holdings, LLC, a Delaware limited liability company (9457); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713); Graceway Canada Holdings, Inc., a Delaware corporation (6663); and Graceway International, Inc., a Delaware corporation (2399). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620 (Attn: John Bellamy).

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
11/22/2011	10/11/2011- 10/31/2011	\$73,787.00	\$1,098.94		

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ELLIOTT GREENLEAF, CO-COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD NOVEMBER 1, 2011 THROUGH NOVEMBER 30, 2011**

Elliott Greenleaf ("EG"), co-counsel to the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors (the "Debtors"), hereby submits this *Second Monthly Application of Elliott Greenleaf, Co-Counsel to the Official Committee of Unsecured Creditors, for Compensation and Reimbursement of Expenses for the period November 1, 2011 through November 30, 2011* (the "Application"). In support thereof, EG respectfully represents as follows:

BACKGROUND

1. On September 29, 2011 (the "Petition Date"), the Debtors commenced their bankruptcy cases (collectively, the "Bankruptcy Case") by filing voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the

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“Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”).

2. The Debtors continue to operate its business and manage its properties as a debtor-in-possession pursuant to Bankruptcy Code Sections 1107 and 1108.

3. On October 11, 2011, the United States Trustee appointed the Committee, which consisted of the following members: Value Recovery Fund LLC (Michael Iuliano), Metaphor Inc. (Dwayne Hann), and 3M Company (Maureen Harms). *See* Appointment of Official Committee of Unsecured Creditors (Docket No. 90).

4. On October 11, 2011 (the “Retention Date”), the Committee met and selected Lowenstein Sandler (“LS”) and Elliott Greenleaf (“EG”) as Counsel to the Committee. On October 12, 2011, the Committee selected FTI Consulting (“FTI”) to serve as its Financial Advisors.

JURISDICTION AND VENUE

5. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this proceeding and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The statutory predicates for this Application are 11 U.S.C. §§ 328, 1103(a) and 1103(b) and Federal Rules of Bankruptcy Procedure 2014(a), 2016, and 5002.

TERMS AND CONDITIONS OF COMPENSATION OF EG

7. Subject to Court approval, EG seeks payment for compensation on an hourly basis, plus reimbursement of actual, necessary expenses incurred by EG for the period commencing November 1, 2011 through and including November 30, 2011 (the “Application Period”). With the exception of copy charges (which are charged at a lower rate), the rates

charged by EG in this case do not materially differ from the rates charged to EG's non-bankruptcy clients and are lower in many cases.

8. A summary of the hours spent, the names of each professional and paraprofessional rendering services to the Committee during the Application Period, the regular customary billing rates and the total value of time incurred by each of the EG attorneys rendering services to the Committee is attached hereto as Exhibit A. A copy of the computer generated time entries reflecting the time recorded for these services, organized in project billing categories in accordance with the United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 (the "Guidelines"), is attached hereto as Exhibit B. A statement of expenses incurred by EG during the Application Period is also included in Exhibit C. All time entries and requested expenses are in compliance with Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules").²

9. On October 17, 2011, this Court entered the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the "Interim Compensation Order") (Docket No. 127). Pursuant to the Interim Compensation Order, EG and other professionals retained in this case are authorized to file and to serve upon the Debtors and the parties identified in the Interim Compensation Order monthly fee applications (the "Monthly Fee Applications") of their fees and expenses. After the expiration of a twenty (20) day objection period, the Debtors are authorized to promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Application,

² EG has also attempted to ensure that this Application complies with the Guidelines. To the extent that the Guidelines conflict with the Local Rules, in particular, Local Rule 2016-2, EG has chosen to comply with such Local Rule. EG will supplement this Application with additional detail or information upon request.

unless an objection specifically objects to fees and/or expenses of a professional, or the Court orders otherwise.

9. In accordance with the Interim Compensation Order, EG has filed and served upon the Notice Parties identified in the Interim Compensation Order this Application with respect to fees and expenses incurred during the Application Period; in the amount of \$103,565.00 (80%, \$82,852.00) in fees and in the amount of \$2,893.24 in expenses.

10. All services and costs for which compensation is requested by EG in this Application were reasonable and necessary and were performed for and on behalf of the Committee during the Application Period.

CASE STATUS

11. To the best of EG's knowledge, the Debtors' monthly operating reports contain up-to-date information regarding the amount of cash on hand or on deposit in the Debtors' estate, the amount and nature of accrued unpaid administrative expenses, the Debtors' operating profits or losses, and the amount of unencumbered funds in the Debtors' estate.

12. To the best of EG's knowledge, the Debtors have paid to the UST its initial quarterly fees and has filed its initial monthly operating report.

NARRATIVE SUMMARY OF SERVICES

13. EG has rendered actual and necessary services on behalf of the Committee and is requesting reasonable compensation for their services for the Application Period. As noted above, a summary by project category is attached as Exhibit B, as are detailed time entries organized by category and chronology within the categories. EG has acted as the primary source for information and communication to and from the Committee and Court, including collecting and preserving, in an electronic database, all relevant pleadings for the Committee and the

Committee professionals. In addition, EG has provided summaries, calendaring, and periodically distributed a memorandum of all statutory and procedural deadlines to the Committee professionals and Chair of the Committee.

14. EG has filed with the Court and assisted in preparation of all documents filed on behalf of the Committee. In its capacity as Co-Counsel, EG has reviewed all relevant pleadings in the above captioned Debtors' bankruptcy cases for deadlines. EG has also assisted in substantive review, under the direction of the Committee, to support Co-Counsel, as needed. EG has reviewed all filings in the case to conform Committee filings to the requirements of local practice and the applicable local rules and chambers procedures. EG has also provided substantive review of all Delaware case law in Committee filings. EG has assisted the Committee professionals in other substantive areas in which it has specific expertise beyond Delaware law, including international and comparative law and coordination of efforts with Canadian Counsel retained by the Committee. At all times EG has coordinated its work with Co-Counsel to avoid all duplication of work, which has inured to the benefit of the Committee.

COMPENSATION REQUESTED

16. EG expended 224.1 hours during the Application Period in furtherance of its efforts on behalf of the Committee. EG requests allowance of compensation in amount of \$103,565.00 for legal services rendered during the Application Period at a blended hourly rate of \$462.14. Pursuant to the Interim Compensation Order, EG requests payment of 80% of the total fees requested, or \$82,852.00. None of the requested fees detailed herein have been paid.

REIMBURSEMENT OF EXPENSES

17. During the Application Period, EG incurred certain necessary expenses in rendering legal services to the Committee as set forth in Exhibit C. Exhibit C sets forth in

summary detail the expenses incurred during the Application Period (copies of invoices from EG's vendors are available for inspection upon request). Telecopying services completed in-house by EG were charged at \$1.00 per page for outgoing facsimiles only. EG represents that its rate for duplication is \$0.10 per page, consistent with the Local Rules and Guidelines. In order to more efficiently handle the voluminous copying of pleadings served and filed in this case, EG on occasion retained third-party duplication service providers. EG seeks reimbursement only for the actual expenses charged by such third-party service providers. Finally, EG seeks reimbursement for computer assisted research, which is the actual cost of such charges, if any.

18. EG seeks reimbursement for its reasonable, necessary and actual expenses incurred during the Application Period for the total amount of \$2,893.24.

LEGAL STANDARD

19. Section 330(a)(1) of the Bankruptcy Code allows the payment of:

(A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by any such person; and

(B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1). Reasonableness of compensation is driven by the "market-driven approach" which considers the nature, extent and value of services provided by the professional and cost of comparable services in the non-bankruptcy contexts. *See Zolfo Cooper & Co. v. Sunbeam-Oster Co.*, 50 F.3d 253, 258 (3d Cir. 1995); *In re Busy Beaver Building Ctr., Inc.*, 19 F.3d 833, 849 (3d Cir, 1994). Thus, the "baseline rule is for firms to receive their customary rates." *Zolfo Cooper*, 50 F.3d at 259.

20. In accordance with its practices in non-bankruptcy matters, EG has calculated its compensation requested in their Application by applying the standard hourly rates. EG's

calculation is based upon hourly rates that are well within the range of rates that are charged by comparable firms in similar bankruptcy cases. Accordingly, EG's rates should be determined to be reasonable under Section 330 of the Bankruptcy Code.

21. EG's fees during the Application Period are also reasonable under the prevailing legal standard and should be allowed. The amount of these fees is not unusual given the complexity, accelerated deadlines, aggressive sale schedule, and size of the Debtors' Chapter 11 case. EG's fees are commensurate with fees that other attorneys of comparable experience and expertise have charged and been awarded in similar Chapter 11 cases. Accordingly, EG's fees are reasonable pursuant to Section 330 of the Bankruptcy Code.

22. Section 330(a)(1)(B) of the Bankruptcy Code permits reimbursement for actual, necessary expenses. EG's legal services and expenses incurred during the Application Period are set forth in this Application and constitute only those necessary expenses that were incurred for the benefit of the Committee. EG has properly requested reimbursement of only actual, necessary and appropriate legal expenses.

23. Except as permitted by Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), no agreement or understanding exists between EG and/or any third person for the sharing or division of compensation. All of the services for which compensation is requested in this Application were rendered at the request of and solely on behalf of the Committee.

24. Pursuant to the standards set forth in Sections 330 and 331 of the Bankruptcy Code, EG submits that the compensation requested is for actual and necessary services and expenses, and is reasonable, based upon the nature, extent and value of such services, the time spent thereon, and the costs of comparable services in a case under the Bankruptcy Code.

25. The time records annexed to this Application constitute only a general statement of the services rendered and time expended without description of the pressure and constraints under which EG actually rendered these services. The considerable challenges of this case have been attended to and managed by EG at all levels, promptly, expertly, and often to the exclusion of the other matters in EG's office. EG submits, therefore, that its fees and expenses were actually, necessary, reasonable and justified, and should be allowed in full.

NOTICE AND NO PRIOR APPLICATION

26. No trustee or examiner has been appointed in this Chapter 11 case. Notice and service of this Application has been given to the Debtors; counsel to the Debtors; the UST; and special restructuring and bankruptcy counsel to the administrative agent for the lenders under the Debtors' prepetition first lien credit facility pursuant to the Interim Compensation Order. Pursuant to the Bankruptcy Rule 2002(a)(6), Notice of this Application has also been given to all parties requesting notices. In light of the nature of the relief requested herein, EG submits that no further or other notice is required.

27. No previous application for the relief sought herein has made to this or any other Court.

VERIFICATION

28. I am familiar with the work performed on behalf of the Committee by the lawyers and paraprofessionals in the firm.

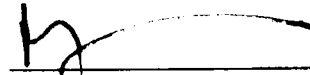
29. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Local Rule 2016-2, and submit that the Application substantially complies with such Local Rule.

WHEREFORE, EG requests that its Application for fees in the amount of \$103,565.00

and expenses in the amount of \$2,893.24 be allowed and that if no objections are filed, 80% of the requested fees in the amount of \$82,852.00 and 100% of the amount of \$2,893.24 be paid for reimbursement of actual and necessary costs and expenses incurred during the Application Period, and further requests such other and further relief as the court may deem just and proper.

Dated: December 7, 2011
Wilmington, Delaware

ELLIOTT GREENLEAF



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*Co-counsel for the Official Committee of
Unsecured Creditors of Graceway
Pharmaceuticals, LLC, et al.*

Exhibit A

**SUMMARY OF PROFESSIONAL AND PARAPROFESSIONALS
RENDERING SERVICES FROM
NOVEMBER 1, 2011 THROUGH NOVEMBER 30, 2011**

Name of Professional	Position	Total Billed Hours	Hourly Billing Rate	Total Compensation
Kate A. Mahoney	Paralegal	6.5 Hrs	\$200/hr	\$1,300.00
Kristin McCloskey	Paralegal	40.3 Hrs	\$225/hr	\$9,067.50
Theresa M. Snow	Paralegal	11.2 Hrs	\$225/hr	\$2,520.00
Jonathan M. Stemerman	Associate	5.1 Hrs	\$350/hr	\$1,785.00
Shelley A. Kinsella	Counsel	32.1 Hrs	\$410/hr	\$13,161.00
Rafael X. Zahralddin	Shareholder	119.4 Hrs	\$610/hr	\$72,834.00
Rafael X. Zahralddin	Shareholder	9.5 Hrs	\$305/hr	\$2,897.50
Total:		224.1 Hrs		\$103,565.00
Blended Rate:		\$462.14/hour		

Exhibit B

Elliott Greenleaf

www.elliottgreenleaf.com

ELLIOTT GREENLEAF
P.O. Box 3010
Blue Bell, Pennsylvania 19422
EIN #23-2617189

John Bellamy
Graceway Pharmaceuticals, LLC
340 Martin Luther King, Jr., Blvd, Suite 5800

Briston TN 37620
United States of America

December 7, 2011
Bill Number 105237
File Number 60357-001

FOR PROFESSIONAL SERVICES RENDERED

Re: In re Graceway Pharmaceuticals

LEGAL SERVICES

Through November 30, 2011

Case Administration

11/02/11	RXZ	[B110-] Call from County of Los Angeles re: service and other general creditor inquiries and related follow up with paralegals	0.30 Hrs
11/07/11	KAM	[B110-] Update 2002 service list	0.10 Hrs
11/10/11	RXZ	[B110-] E-mail to paralegals re: update to 2002	0.10 Hrs
11/13/11	KAM	[B110-] Update 2002 service list	0.10 Hrs
11/16/11	KAM	[B110-] Update 2002 list	0.30 Hrs
11/16/11	RXZ	[B110-] E-mail from K. LaFiura re: Tania Ingman pro hac (.1) forward instructions to paralegals re: same (.1)	0.20 Hrs
11/16/11	RXZ	[B110-] Finalize Ingman pro hac	0.20 Hrs
11/17/11	KAM	[B110-] Emails from T. Snow and R. Zahraiddin re: T. Ingman PHV motion (.1); update PHV Motion (.1); file same and related follow-up (.3)	0.50 Hrs
11/17/11	SAK	[B110-] Analyze Notice of Appearance filed by Fougera Pharmaceutical (Pachulski Stang)	0.10 Hrs
11/18/11	SAK	[B110-] Analyze Order approving Tatiana Ingman's Pro Hac Vice Motion	0.10 Hrs
11/21/11	KAM	[B110-] Update 2002 list	0.10 Hrs
11/22/11	SAK	[B110-] Analyze Notice of Appearance filed by Medicis Pharmaceutical Corp. (Richards Layton)	0.10 Hrs
11/22/11	KAM	[B110-] Email to T. Ingman with signed PHV motion	0.10 Hrs

Official Committee of Unsecured Creditors

Case Administration Totals	2.30 Hrs	\$881.00
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Asset Analysis and Recovery

11/01/11	RXZ	[B120-] E-mail from committee member re: Orange Book issues with IP and related follow up	0.30 Hrs
11/01/11	RXZ	[B120-] Analyze periodic report re: Graceway Canada value operations and profitability	0.50 Hrs
11/01/11	RXZ	[B120-] Analyze Canadian regulatory issues and record in data room	1.20 Hrs
11/01/11	RXZ	[B120-] E-mails from Debtors and related discussions with committee members re: allocation motion and related scheduling	0.30 Hrs
11/02/11	RXZ	[B120-] E-mail from M. Stump re: IP issues	0.40 Hrs
11/04/11	RXZ	[B120-] Analyze FTI ethical wall agreement letter	0.20 Hrs
11/04/11	RXZ	[B120-] Analyze Loan Party Accession Agreement	0.40 Hrs
11/04/11	RXZ	[B120-] Analyze 2nd lien perfection agreement	0.30 Hrs
11/09/11	RXZ	[B120-] Committee Professionals Call re: valuation	0.50 Hrs
11/09/11	RXZ	[B120-] E-mails from FTI re: estimated Canada equity value and related analysis	0.40 Hrs
11/10/11	RXZ	[B120-] Analyze e-mails from FTI, J. Teele and (.2) and attached FTI presentation to the Committee (.5)	0.70 Hrs
11/10/11	RXZ	[B120-] E-mail from N. McHaffie re: preliminary report on Canadian IP assets and related follow up (.1) analyze same (.8)	0.90 Hrs
11/11/11	RXZ	[B120-] Conference call with first lien lenders	0.50 Hrs
11/15/11	RXZ	[B120-] Follow-up re: record and related analysis of Canadian counsel's memos on regulatory issues	1.50 Hrs
11/15/11	RXZ	[B120-] E-mails to and from Canadian counsel and committee professionals re: further discussions regarding Canada valuation	0.20 Hrs

Asset Analysis and Recovery Totals	8.30 Hrs	\$5,063.00
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Asset Disposition

11/01/11	SAK	[B130-] Telephone conference and email exchange with M. Nestor re potential motion to seal issues; email exchange with J. Teele re same	0.30 Hrs
11/01/11	SAK	[B130-] Prepare Motion to Seal re: Objection to Sale Motion (.5); instructions to K. McCloskey re same (.1)	0.60 Hrs
11/01/11	SAK	[B130-] Multiple email exchanges re extension of objection deadline for Valuation Motion and adjournment of hearing on the same	0.20 Hrs
11/01/11	SAK	[B130-] Email from M. Greenberg re valuation; review attachment re same	0.20 Hrs
11/01/11	KAM	[B130-] Prepare Motion to File Under Seal the Unredacted Versions of the Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of an Order Determining the Value of the Assets of Graceway Canada Company Proposed to be Purchased Under the Stalking Horse Asset Purchase Agreement	1.20 Hrs

Official Committee of Unsecured Creditors

11/01/11	KAM	[B130-] Prepare Motion to Shorten for Motion to File Under Seal the Unredacted Versions of the Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of an Order Determining the Value of the Assets of Graceway Canada Company Proposed to be Purchased Under the Stalking Horse Asset Purchase Agreement	0.70 Hrs
11/01/11	RXZ	[B130-] E-mail from M. Greenberg re: Graceway - Canada value and related exhibit	0.20 Hrs
11/01/11	RXZ	[B130-] E-mails to T. Snow re: extended deadlines for valuation motion and notice filed by Debtors	0.20 Hrs
11/01/11	RXZ	[B130-] E-mail from K. Hammond-Coyle re: Adjournment of Valuation Motion	0.10 Hrs
11/02/11	SAK	[B130-] Preliminary review of discovery materials re: liens	0.20 Hrs
11/02/11	RXZ	[B130-] Prepare for meeting with first lien lenders	0.70 Hrs
11/02/11	RXZ	[B130-] Attend settlement meeting with first lien creditors	1.50 Hrs
11/04/11	RXZ	[B130-] E-mail summary from J. Stemerman re: objection of Ei, Inc. to sale (.1) and attached objection (.1)	0.20 Hrs
11/04/11	SAK	[B130-] Analyze Fougera's Limited Objection to Debtors' Sale Motion	0.10 Hrs
11/04/11	SAK	[B130-] Analyze Metaphor's Limited Objection to Debtors' Sale Motion	0.20 Hrs
11/04/11	SAK	[B130-] Analyze Ei Inc.'s Limited Objection to Sale Motion	0.20 Hrs
11/04/11	JXS	[B130-] Analyze Fougera Pharmaceuticals' objection to sale and email to co-lead counsel re: same	0.10 Hrs
11/04/11	JXS	[B130-] Analyze Metaphor, Inc. objection to sale and email to co-lead counsel re: same	0.10 Hrs
11/04/11	JXS	[B130-] Meeting with R. Zahraiddin re: objections to sale	0.10 Hrs
11/04/11	RXZ	[B130-] Committee professional calls re: Graceway Canada	0.40 Hrs
11/04/11	RXZ	[B130-] Analyze GWAY security interest in Canadian Patents and Trademarks	0.30 Hrs
11/04/11	RXZ	[B130-] Analyze 2nd lien guaranty	0.50 Hrs
11/05/11	RXZ	[B130-] E-mails from J. Stemerman re: Fougera Pharmaceuticals (.1) and analyze sale objection (.2)	0.30 Hrs
11/05/11	RXZ	[B130-] E-mails from J. Stemerman re: limited objection of Metaphor, Inc. (.1) and analyze same (.2)	0.30 Hrs
11/07/11	RXZ	[B130-] E-mails to and from first lien lenders re: global settlement and asset sale issues	0.20 Hrs
11/07/11	RXZ	[B130-] Further e-mails to and from counsel to first lien lenders re: settlement conference call	0.20 Hrs
11/07/11	KM2	[B130-] Analyze final cash collateral order (0.3); circulate same (0.1)	0.40 Hrs
11/07/11	RXZ	[B130-] E-mails from first lien lenders re: settlement discussions	0.20 Hrs
11/08/11	RXZ	[B130-] Call from M. Stump re: sale process inquiry	0.30 Hrs
11/09/11	RXZ	[B130-] Analyze FTI comments and edits (3) and related multiple revisions and drafts of sale and allocation objections (.4)	0.70 Hrs
11/09/11	SAK	[B130-] Multiple email exchanges with co-counsel and financial advisors re sale issues	0.30 Hrs
11/09/11	SAK	[B130-] Email from N. Stefanelli re extension of Sale Motion objection deadline	0.10 Hrs

Official Committee of Unsecured Creditors

11/09/11	RXZ	[B130-] E-mails to and from committee professionals to debtors regarding extension of objection deadline for sale to coincide with objection deadline for valuation motion (.1) related follow up with staff and S. Kinsella (.2)	0.30 Hrs
11/09/11	RXZ	[B130-] Analyze sale objection (.5) and related e-mails and follow up with committee professionals (.5)	0.50 Hrs
11/09/11	RXZ	[B130-] Analyze bidding procedures order	0.30 Hrs
11/09/11	RXZ	[B130-] E-mails related to confidentiality and Canadian counsel and reply and facilitate same	0.20 Hrs
11/09/11	RXZ	[B130-] Updates to critical dates re: sale and instructions re: same to T. Snow and K. Mahoney	0.30 Hrs
11/10/11	SAK	[B130-] Analyze FTI materials and email from J. Teel re same	0.30 Hrs
11/10/11	RXZ	[B130-] Analyze StayinFront, Inc. sale objection (.3) and related e-mails to and from paralegals (.1)	0.40 Hrs
11/10/11	RXZ	[B130-] Analyze Objection to Debtor's Amended Notice of (I) Cure amount with respect to the executory contracts to be assumed and assigned and (II) Potential Assumption and assignment of executory contracts filed by Tennessee Department of Finance and Administration and the Tennessee Department of TennCare and forward with comments to T.Snow	0.20 Hrs
11/10/11	RXZ	[B130-] Analyze Objection to Debtor's Amended Cure Amounts filed by RX Solutions and forward with comments to T.Snow	0.20 Hrs
11/10/11	RXZ	[B130-] Analyze e-mail summaries of K. Mahoney re: sale objections	0.20 Hrs
11/11/11	SAK	[B130-] Email from D. Murdoch re Canadian Sale and valuation proceedings	0.10 Hrs
11/11/11	SAK	[B130-] Analyze revised draft of Sale Objection and email exchanges re same	0.30 Hrs
11/11/11	SAK	[B130-] Analyze revised draft of Valuation Objection and emails re same	0.30 Hrs
11/11/11	TMS	[B130-] Email objection by the Tennessee Dept. of Finance to committee professionals re: cure amounts with analysis(.1);email objection by RX Solutions, Inc. to committee professionals re: cure amounts with analysis (.1); email objections by McKesson and Caremark Entities to committee professionals re: cure amounts with analyses (.1); email committee professionals the Stikeman Elliott retention applications (.1)	0.40 Hrs
11/11/11	RXZ	[B130-] Analyze summary of Objection by the Tennessee Department of Finance and Administration and the Tennessee Department of TennCare from T. Snow	0.20 Hrs
11/11/11	RXZ	[B130-] Analyze T. Snow e-mail summary and attached Graceway - RX Solutions Inc. Objection to Debtor's Amended Cure Amounts Set Forth in Exhibit 1 to the Amended Notice of Cure Amounts	0.20 Hrs
11/11/11	RXZ	[B130-] Analyze e-mail summary from T. Snow and Objection To Cure Amounts in Connection With The Proposed Assumption and Assignment of Certain Executory Contracts Filed by Caremark Entities	0.20 Hrs
11/11/11	RXZ	[B130-] E-mail from J. MacDonald re: Objection To Cure Amounts in Connection With The Proposed Assumption and Assignment of Certain Executory Contracts Filed by Caremark Entities	0.10 Hrs
11/11/11	RXZ	[B130-] E-mail summary from T. Snow and analyze Objection to Debtors' Amended Notice of (I) Cure Amount with Respect to Executory Contracts to be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts	0.40 Hrs

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11/11/11	RXZ	[B130-] Analyze e-mail summary from T. Snow and McKesson Cure Objection	0.30 Hrs
11/11/11	RXZ	[B130-] Analyze e-mail summary from T. Snow and Cardinal Health Cure Objection	0.20 Hrs
11/11/11	RXZ	[B130-] Analyze e-mail summary from T. Snow and 3M Cure Objection	0.40 Hrs
11/11/11	RXZ	[B130-] Analyze e-mail summary from T. Snow and AmerisourceBergen Drug Corporation Cure Objection	0.30 Hrs
11/11/11	RXZ	[B130-] Analyze e-mail summary from T. Snow and 3M Innovation Singapore Pte. Ltd. Cure Objection	0.20 Hrs
11/11/11	RXZ	[B130-] Analyze updated sale motion objection (.4) analyze comments re: same from committee professionals (.2) analyze further updates and related blackline (.4)	0.80 Hrs
11/12/11	RXZ	[B130-] Professionals only committee call re: allocation and sale objections and settlement discussion strategy meeting	1.50 Hrs
11/12/11	RXZ	[B130-] E-mails to and from FTI re: settlement analysis on allocation and sale issues (.4) analyze reports and from FTI and related Canada estimated equity value and multiple revisions (.5)	0.90 Hrs
11/12/11	RXZ	[B130-] E-mails to and from committee professionals re: settlement, sale and allocation (.2) prepare for call (.4)	0.60 Hrs
11/12/11	RXZ	[B130-] E-mail from Lazard re: Medicis bid	0.10 Hrs
11/12/11	RXZ	[B130-] Analyze Medicis bid	1.20 Hrs
11/12/11	RXZ	[B130-] Attend and participate in Graceway Bid Qualification Call	0.50 Hrs
11/13/11	RXZ	[B130-] Further analysis of Medicis bid (2.2) and comparison of Sun Pharma, Stalking Horse and Medicis bids (.8)	3.00 Hrs
11/14/11	SAK	[B130-] Supplement Motion to Seal, Notice, Order (.4); instructions to T. Snow re same (.1)	0.50 Hrs
11/14/11	SAK	[B130-] Prepare Motion to Shorten re Motion to Seal and proposed form of Order re same	0.40 Hrs
11/14/11	SAK	[B130-] Preliminary analysis of bid submission	0.20 Hrs
11/14/11	SAK	[B130-] Multiple email exchanges with R. Zahraiddin and J. Teele re Motion to Seal issues; instructions to T. Snow re same	0.20 Hrs
11/14/11	SAK	[B130-] Finalize Committee's Objection to Valuation Motion and Certificate of Service (.4); multiple email exchanges with Co-counsel regarding redaction and related issues (.1); instructions to and supervise T. Snow re filing and service of same (.2)	0.20 Hrs
11/14/11	SAK	[B130-] Finalize Motion to Seal Unredacted Version of Valuation Objection, Notice, proposed form of Order and Certificate of Service (.3); instructions to and supervise T. Snow re filing and service of same (.2)	0.50 Hrs
11/14/11	SAK	[B130-] Finalize Motion to Shorten re Seal Motion, proposed form of Order and Certificate of Service (.3); instructions to and supervise T. Snow re filing and service of same (.2)	0.50 Hrs
11/14/11	SAK	[B130-] Finalize Certificate of Service re Redacted Version of Committee's Valuation Objection; instructions to T. Snow re service of same	0.20 Hrs
11/14/11	SAK	[B130-] Analyze FTI's comments and revisions re drafts of Objections to Sale and Valuation Motions	0.40 Hrs
11/14/11	RXZ	[B130-] Graceway professionals call re: sale (.4) related preparation for same (.3)	0.70 Hrs

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11/14/11	RXZ	[B130-] Updates to motion to seal for committee objections to sale and valuation (.3) call to J. Teele re: same (.1)	0.40 Hrs
11/14/11	TMS	[B130-] Supplement motion to shorten notice to file under seal Graceway Canada Company valuation objection (.2); supplement motion to file under seal Graceway Canada Company valuation objection (.2); prepare certificate of service for Graceway Canada Company valuation objection (redacted) (.1); prepare certificate of service for Graceway Canada Company valuation objection (unredacted) (.2); prepare certificate of service of motion to shorten notice to file under seal Graceway Canada Company valuation objection (.1); prepare certificate of service for limited objection to bidding procedures and sale (.1); emails to/from regarding objection documents (.2); file and effectuate service of objection documents (1.8)	2.90 Hrs
11/14/11	RXZ	[B130-] Analyze Sun Pharma Bid	1.30 Hrs
11/14/11	RXZ	[B130-] E-mail from S. Lulla re: Sun Pharma Bid	0.10 Hrs
11/14/11	RXZ	[B130-] E-mail from K. Dominiano re: Sun Pharma Bid	0.10 Hrs
11/14/11	RXZ	[B130-] E-mails from and to T. Snow, S. Kinsella and LS re: committee valuation objection and motion to seal	0.20 Hrs
11/14/11	RXZ	[B130-] Supervise filing and service of various committee objections and related procedural motions	0.70 Hrs
11/14/11	RXZ	[B130-] Analyze e-mails to and from Debtors (.2) and related litigation strategy analysis re: contested sale hearing and potential allocation depositions (.4) and follow up with co-counsel (.2)	0.80 Hrs
11/14/11	RXZ	[B130-] Finalize Sale Objection (.3) and related COS (.2)	0.50 Hrs
11/14/11	RXZ	[B130-] Finalize Allocation Objection (.2) and related COS (.2)	0.40 Hrs
11/14/11	RXZ	[B130-] Instructions to staff and EG team re: Allocation Objection and redaction and related follow up	0.30 Hrs
11/14/11	RXZ	[B130-] E-mail from K. Domiano re Sun Pharma Bid	0.10 Hrs
11/14/11	RXZ	[B130-] Analyze further revised drafts of Valuation Objection and Sale Objection and comments re: same	0.40 Hrs
11/14/11	RXZ	[B130-] E-mail from Lazard re: Fera Pharmaceuticals bid and analyze same	0.20 Hrs
11/14/11	RXZ	[B130-] Analyze proposed settlement to first lien lenders and comment (.3) e-mails from J. Teele to Wachtell team re: same and related follow up with committee professionals (.2)	0.50 Hrs
11/14/11	RXZ	[B130-] E-mail from K. George re: Letter from C. Reckler to J. Teele re Sale Hearing and analyze letter and forward same to committee professionals	0.20 Hrs
11/15/11	SAK	[B130-] Instructions to T. Snow re sealing process and service of unredacted Objection to Valuation Motion to Chambers	0.20 Hrs
11/15/11	SAK	[B130-] Analyze Order approving Motion to Shorten re Committee's request to seal Unredacted Valuation Motion; instructions to K. McCloskey re same	0.20 Hrs
11/15/11	SAK	[B130-] Analyze Notice of Canadian Sale and Allocation Motion; multiple email exchanges with Committee professionals re preparing response to same	0.30 Hrs
11/15/11	TMS	[B130-] Prepare letter to Judge Walsh forwarding confidential, unredacted version of the Official Committee of Unsecured Creditors objection to Graceway Canada Company asset valuation	0.10 Hrs

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11/15/11	RXZ	[B130-] Call with first lien lender counsel	0.50 Hrs
11/15/11	RXZ	[B130-] Call with S. Star and J. Teele re: valuation issues and continued call with first lien lenders	0.40 Hrs
11/15/11	RXZ	[B130-] Committee Professionals Call re: asset valuation	1.20 Hrs
11/15/11	RXZ	[B130-] Follow up with Strikeman re: call and further evaluation of sale issues	0.20 Hrs
11/15/11	RXZ	[B130-] Analyze Fera Pharmaceuticals Bid	0.40 Hrs
11/15/11	RXZ	[B130-] Further analysis of Sun Pharma bid	1.70 Hrs
11/15/11	RXZ	[B130-] E-mails to and from committee professionals re: updates to committee objections re sale and Canadian asset valuation	0.20 Hrs
11/15/11	RXZ	[B130-] E-mails from N. Meakin and analyze related Notice of Motion for approval of sale transaction and allocation of proceeds by Canadian Court	0.20 Hrs
11/16/11	KM2	[B130-] Analyze and summarize Debtors' Response to Metaphor's Objection to Approve the Terms of Sale (0.3); email with R. Zahralddin re: same (0.1)	0.40 Hrs
11/16/11	SAK	[B130-] Analyze Metaphor's Limited Objection to Sale Motion	0.20 Hrs
11/16/11	SAK	[B130-] Analyze multiple bid submission materials	0.60 Hrs
11/16/11	SAK	[B130-] Analyze Debtors' Response to Metaphor's Limited Sale Objection	0.20 Hrs
11/16/11	TMS	[B130-] Email committee professionals Court order and deadlines on motion to shorten notice on Canadian valuation objection (.1); update critical dates memo regarding same (.1)	0.20 Hrs
11/16/11	RXZ	[B130-] E-mails from M. Stump re: bids (.1) analyze record (.2) and reply (.1)	0.40 Hrs
11/16/11	RXZ	[B130-] Call with Stone Lion re sale and valuation issues	0.40 Hrs
11/16/11	RXZ	[B130-] Conference call with committee professionals re valuation and Canadian law issues	0.50 Hrs
11/16/11	RXZ	[B130-] E-mails and related follow up re: settlement proposal to first lien lenders	0.30 Hrs
11/16/11	RXZ	[B130-] Analyze Medicis Overbid Purchase Agreement (.7) and report to committee professionals (.2)	0.90 Hrs
11/16/11	RXZ	[B130-] Analyze Medicis Bid Draft and related blackline	1.30 Hrs
11/16/11	RXZ	[B130-] Analyze schedules and related blacklines re: Medicis bid	1.10 Hrs
11/16/11	RXZ	[B130-] Analyze lists of contracts re: Medicis bid and compare to record	0.40 Hrs
11/16/11	RXZ	[B130-] E-mail summary from K. Mahoney and Analyze related Objection to Assumption and Assignment of MCGPDA without Cure or Assurance of Future Performance	0.30 Hrs
11/16/11	RXZ	[B130-] E-mail to K. Mahoney re: Response to the Limited Objection of Metaphor, Inc. to the Debtors' Motion to Approve the Terms of Sale Pursuant to an Asset Purchase Agreement Dated September 27, 2011 Between Graceway Pharmaceuticals and Graceway Canada Company	0.10 Hrs
11/17/11	SAK	[B130-] Multiple email exchanges with R. Zahralddin re auction issues	0.40 Hrs
11/17/11	SAK	[B130-] Analyze Bank of America's Joinder to Debtors' Response to Metaphor's Sale Objection	0.20 Hrs
11/17/11	SAK	[B130-] Email from N. Stefanelli re auction results (.1); conference with R. Zahralddin re same (.2)	0.30 Hrs

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11/17/11	SAK	[B130-] Analyze Metaphor's Declaration and multiple Exhibits in support of Sale Objection	0.40 Hrs
11/17/11	RXZ	[B130-] Attend auction and represent Committee	4.00 Hrs
11/17/11	RXZ	[B130-] Negotiations with first lien lenders and debtors re: global settlement and related discussions with committee professionals re: committee briefing of auction and settlement discussions	3.00 Hrs
11/17/11	RXZ	[B130-] Calls with committee member 3M re: auction and settlement discussions	0.80 Hrs
11/17/11	RXZ	[B130-] Analyze Response to the Limited Objection of Metaphor, Inc. to the Debtors' Motion to Approve the Terms of Sale Pursuant to an Asset Purchase Agreement Dated September 27, 2011 Between Graceway Pharmaceuticals and Graceway Canada Company and related exhibits	0.50 Hrs
11/17/11	RXZ	[B130-] Analyze revised letter of guaranty from Sun and related e-mails from Lazard	0.20 Hrs
11/18/11	SAK	[B130-] Analyze Notice of Successful Bidder	0.10 Hrs
11/18/11	TMS	[B130-] Email Committee Professionals Complaint for Declaratory Judgment and Other Relief Relating To the Determination of Interest In Property and related documents filed by Metaphor, Inc. and analysis (.1); email Committee Professionals Declaration of Nick Calandrillo in Support of Metaphor, Inc.'s Limited Objection to the Debtors' Motion to Approve the Terms of Sale Pursuant to an Asset Purchase Agreement Dated September 27, 2011 Between Graceway Pharmaceuticals and Graceway Canada Company (.1)	0.20 Hrs
11/18/11	RXZ	[B130-] Committee professionals call re: auction	0.50 Hrs
11/18/11	RXZ	[B130-] Committee professionals call re: auction and global settlement issues	0.90 Hrs
11/18/11	RXZ	[B130-] Call with Debtors and first lien lenders re: global settlement	0.20 Hrs
11/18/11	RXZ	[B130-] Negotiation with first lien lenders re: global settlement on allocation and sale objections and issues	0.50 Hrs
11/18/11	RXZ	[B130-] Analyze Declaration in Support to the Limited Objection of Metaphor, Inc. to the Debtors' Motion to Approve the Terms of Sale Pursuant to an Asset Purchase Agreement Dated September 27, 2011 Between Graceway Pharmaceuticals and Graceway Canada Company	0.50 Hrs
11/18/11	RXZ	[B130-] E-mails from M. Benn re: settlement language for resolution of Committee objection and related follow up with committee professionals	0.40 Hrs
11/18/11	RXZ	[B130-] Analyze Supplemental Motion Record of Graceway Canada Company and related e-mails from Goodman's	0.20 Hrs
11/18/11	RXZ	[B130-] Analyze notice of successful bidder filed by the Debtors and forward to committee and committee professionals with e-mail summary	0.20 Hrs
11/21/11	RXZ	[B130-] E-mail from J. Latham re: receiver approval of settlement	0.10 Hrs
11/21/11	SAK	[B130-] Analyze Bank of America's Joinder to Debtors' Response to Metaphor's Sale Objection	0.10 Hrs
11/21/11	SAK	[B130-] Analyze Notice of Filing Motion Record, et al., by Canadian Receiver	0.40 Hrs
11/21/11	TMS	[B130-] Email Committee professional Bank of America supplemental joinder to Metaphor's sale objection with analysis	0.10 Hrs
11/21/11	RXZ	[B130-] Call with Debtors re: sale hearing issues	0.40 Hrs

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11/21/11	RXZ	[B130-] Summary e-mail from T. Snow re: first lien lenders' joinder to Debtors Objection to Metaphor Motion	0.10 Hrs
11/21/11	RXZ	[B130-] Analyze first lien lenders' joinder (.4) to Debtors Objection to Metaphor Motion and related record (.5)	0.90 Hrs
11/21/11	RXZ	[B130-] Further negotiations with first lien lenders over reserve issues related to committee settlement and follow up with committee professionals	0.40 Hrs
11/21/11	RXZ	[B130-] Analyze Notice of Filing of (I) Motion Record, (II) Supplemental Motion Record, (III) Factum of the Applicant, (IV) Book of Authorities of the Applicant, and (V) Supplement to Second Report of RSM Richter Inc. as Receiver of Graceway Canada Company in the Matter of the Receivership of Graceway Canada Company and related exhibits	0.50 Hrs
11/21/11	RXZ	[B130-] Analysis of Exhibits to Notice of Graceway Canada's Receiver Filings ((I) Motion Record, (II) Supplemental Motion Record, (III) Factum of the Applicant, (IV) Book of Authorities of the Applicant, and (V) Supplement to Second Report of RSM Richter Inc. as Receiver of Graceway Canada Company in the Matter of the Receivership of Graceway Canada Company)	1.20 Hrs
11/21/11	RXZ	[B130-] E-mails to and from UST and settlement parties re: settlement of committee objections	0.30 Hrs
11/21/11	RXZ	[B130-] E-mails with settlement terms to and from global settlement parties (.3) and follow up and agreement agreement re: same from committee professionals (.2)	0.50 Hrs
11/21/11	RXZ	[B130-] Further analysis of Receiver sale motion filings	1.10 Hrs
11/22/11	SAK	[B130-] Analyze John Bellamy's Declaration in Support of Sale Motion	0.10 Hrs
11/22/11	TMS	[B130-] Email Committee Professionals Declaration of John A. A. Bellamy in Support of Debtors' Motion for Entry of an Order Authorizing the Sale of Certain Assets of the Debtors and analysis of same	0.10 Hrs
11/22/11	TMS	[B130-] Email Committee Professionals Illinois Department of Healthcare and Family Services objection to cure amounts with analysis	0.10 Hrs
11/22/11	RXZ	[B130-] E-mail from N. Stefanelli to committee re: sale hearing briefing	0.10 Hrs
11/22/11	RXZ	[B130-] E-mail from D. Murdoch re: sale hearing briefing from Canadian hearing (.1) and analyze related written endorsements made by Justice Brown re: Canadian motions (.2)	0.30 Hrs
11/22/11	RXZ	[B130-] E-mail summary from N. Stefanelli to committee professionals and related recommendation re: open and resolved objections to sale	0.20 Hrs
11/22/11	RXZ	[B130-] Analyze Declaration of John A. A. Bellamy in Support of Debtors' Motion for Entry of an Order Authorizing the Sale of Certain Assets of the Debtors	0.20 Hrs
11/23/11	SAK	[B130-] Analyze Order granting Committee's Motion to file unredacted version of Objection to Valuation Motion; email exchange with K. McCloskey re same	0.20 Hrs
11/23/11	SAK	[B130-] Analyze Affidavit re filing under Seal	0.10 Hrs
11/23/11	SAK	[B130-] Email exchange with co-counsel re Stone Lion Capital inquiry	0.10 Hrs
11/23/11	SAK	[B130-] Analyze Sale Order (1.1); and emails from R. Zahraiddin re same (.1)	1.20 Hrs
11/23/11	SAK	[B130-] Analyze Valuation Order (.1) and email from R. Zahraiddin re same (.1)	0.20 Hrs

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11/23/11	KAM	[B130-] Emails to/from J. Stemerman re: Order Determining the Value of the Assets of Graceway Canada Company Proposed to be Purchased Under The Stalking Horse Asset Purchase Agreement	0.10 Hrs
11/23/11	KAM	[B130-] Emails to/from J. Stemerman re: Order Resolving (I) Limited Objection By EI, Inc. to Debtors' Sale Motion and (II) Objection By EI, Inc. to Debtors' Amended Cure Amounts	0.10 Hrs
11/23/11	JXS	[B130-] Analyze final sale order and related documents (.9); summarize and circulate same to committee members (.3)	1.20 Hrs
11/23/11	JXS	[B130-] Analyze order determining value of assets of Graceway Canada (.1); summarize and circulate same to committee professionals (.1)	0.20 Hrs
11/23/11	JXS	[B130-] Analyze and circulate to committee professionals order authorizing Committee to file objection to sale under seal	0.10 Hrs
11/23/11	JXS	[B130-] Analyze order resolving EI, Inc. objection to the Debtors' sale motion (.1); summarize and circulate same to committee professionals	0.20 Hrs
11/23/11	RXZ	[B130-] E-mails and related follow up with committee professionals re: Graceway UCC Settlement Question	0.20 Hrs
11/23/11	RXZ	[B130-] Analyze Order Resolving (I) Limited Objection By EI, Inc. to Debtors' Sale Motion and (II) Objection By EI, Inc. to Debtors' Amended Cure Amounts (.2) and forward to J. Stemerman with instructions (.1)	0.30 Hrs
11/23/11	RXZ	[B130-] Analyze Order Determining the Value of the Assets of Graceway Canada Company Proposed to be Purchased Under The Stalking Horse Asset Purchase Agreement (.2) and forward to J. Stemerman, S. Kinsella and T. Snow with instructions (.1)	0.30 Hrs
11/23/11	RXZ	[B130-] E-mails from UST re: committee settlement and related comments and related follow up with committee professionals	0.20 Hrs
11/25/11	RXZ	[B130-] E-mail from A. Weiss re: latest inventory calculation and revised valuation and analysis of same	0.20 Hrs
11/28/11	SAK	[B130-] Analyze Notice of Final Canada Value	0.10 Hrs
11/28/11	JXS	[B130-] Analyze and circulate to committee professionals notice of final Graceway Canada value.	0.10 Hrs
11/28/11	RXZ	[B130-] Analyze Canadian Allocation Order	0.40 Hrs
11/28/11	RXZ	[B130-] Analyze Canadian Receiver Order (re: asset sale powers)	0.40 Hrs
11/28/11	RXZ	[B130-] Analyze Sale Approval and Vesting Order	0.30 Hrs
11/28/11	JXS	[B130-] Meeting with R. Zahraiddin re: service of orders entered on 11/23 (Motion to Seal, Stikeman Retention)	0.10 Hrs
11/29/11	KAM	[B130-] Emails from and conference with J. Stemerman re: service of Order Granting Motion to file Committee's Sale Objection Under Seal (Docket No. 307)	0.10 Hrs
11/29/11	KAM	[B130-] Serve Motion to Seal Order	0.40 Hrs
11/29/11	KAM	[B130-] Prepare COS regarding service of Motion to Seal Order	0.20 Hrs
11/29/11	RXZ	[B130-] Finalize COS for Order Allowing Committee to file Objection under seal and forward to K. McCloskey for filing and service per local rules requirements for service of orders	0.20 Hrs
11/29/11	KAM	[B130-] File COS regarding service of Motion to Seal Order	0.20 Hrs
11/30/11	RXZ	[B130-] Analyze motion to shorten and proposed order re same for the Court to hear certain assumption issues for contracts with McKesson (distribution services agreement) and the Curatek/3M trademark license (.2) and forward with summary to committee professionals (.2)	0.40 Hrs

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11/30/11	RXZ	[B130-] Analyze assumption notice for contracts with McKesson (distribution services agreement) and the Curatek/3M trademark license (.2) summarize and forward to committee professionals (.1) and analyze related record (.5)	0.80 Hrs
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Asset Disposition Totals

81.50 Hrs \$43,661.50

Meetings of and Communications with Creditors

11/01/11	SAK	[B150-] Committee teleconference re strategy issues	0.50 Hrs
11/01/11	RXZ	[B150-] Analyze follow up e-mail from K. Mahoney to N. Stefanelli (.1) e-mail to K. Mahoney re: communications to committee (.1)	0.20 Hrs
11/02/11	SAK	[B150-] Email from Nick Calandrello re Metaphors's resignation from Committee	0.10 Hrs
11/02/11	KM2	[B150-] Emails with N. Stefanelli re: Metaphor's resignation from committee; update conference call items accordingly	0.30 Hrs
11/02/11	RXZ	[B150-] E-mails and related follow up re: Agenda for Committee call	0.10 Hrs
11/03/11	SAK	[B150-] Email exchange with co-counsel re upcoming 341 Meeting	0.10 Hrs
11/03/11	SAK	[B150-] Committee conference call	0.60 Hrs
11/03/11	RXZ	[B150-] E-mails and related follow up re: Metaphor resignation from Committee	0.20 Hrs
11/07/11	SAK	[B150-] Attend 341 Meeting	2.10 Hrs
11/07/11	SAK	[B150-] Prepare notes for 341 Meeting (.4); email exchange with J. Teele re same (.1)	0.50 Hrs
11/08/11	RXZ	[B150-] E-mails from Debtors and related fully executed Committee Confidentiality Agreement	0.20 Hrs
11/08/11	RXZ	[B150-] Analyze S. Kinsella 341 meeting notes	0.20 Hrs
11/08/11	SAK	[B150-] Email to N. Stefanelli re 341 Meeting	0.10 Hrs
11/10/11	RXZ	[B150-] Committee conference call	0.80 Hrs
11/11/11	RXZ	[B150-] Prepare for committee professionals' call (.4) call with committee professionals (.5)	0.90 Hrs
11/16/11	SAK	[B150-] Email from N. Stefanelli re Committee status matters	0.10 Hrs
11/16/11	RXZ	[B150-] Committee Professionals call re: hearing preparation and settlement issues	1.00 Hrs
11/16/11	RXZ	[B150-] E-mail from N. Steffanelli re committee call agenda and related updates to committee professionals	0.20 Hrs

Meetings of and Communications with Creditors Totals

8.20 Hrs \$4,059.00

EG Retention

11/02/11	RXZ	[B160-] E-mails to and from S. Kinsella and paralegals re: further supplemental affidavit in support of EG retention	0.20 Hrs
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Official Committee of Unsecured Creditors

11/02/11	SAK	[B160-] Email exchange with R. Zahralddin re conflict check progress and related Supplemental Affidavit preparations; email and conference with K. Mahoney and K. McCloskey re same	0.30 Hrs
11/02/11	SAK	[B160-] Instructions to T. Snow re assisting with fact investigation re: EG retention	0.20 Hrs
11/02/11	KAM	[B160-] Analyze factual investigation reports re: preparation of Supplemental Affidavit in Support of EG Retention (1.7); preparation of Supplemental Affidavit (2.6)	4.30 Hrs
11/03/11	SAK	[B160-] Conference with paralegals re supplemental conflict issues (.2); multiple email exchanges with R. Zahralddin re same (.2)	0.40 Hrs
11/03/11	KAM	[B160-] Supplement R. Zahralddin Affidavit with UST's comments	0.40 Hrs
11/03/11	KAM	[B160-] Factual research re: supplemental R. Zahralddin Affidavit	0.80 Hrs
11/03/11	KAM	[B160-] Conference with R. Zahralddin re: Supplemental Affidavit	0.50 Hrs
11/03/11	KAM	[B160-] Supplement proposed Order to EG retention	0.20 Hrs
11/03/11	KM2	[B160-] Prepare language re: Elliott Greenleaf's relationship with 3M (0.3); confer with R. Zahralddin re: same (0.1)	0.40 Hrs
11/03/11	KAM	[B160-] Email from R. Zahralddin re: Supplemental Affidavit in support of EG Retention (.1); conference with R. Zahralddin re: same (.1)	0.20 Hrs
11/03/11	KAM	[B160-] Revise Supplemental Affidavit in Support of EG Retention (Exhibit references)	0.40 Hrs
11/03/11	KAM	[B160-] Multiple emails from R. Zahralddin re: changes to EG retention affidavit	0.30 Hrs
11/03/11	RXZ	[B160-] Analyze remaining connection conflict fact issues for preparation of Exhibits to first supplemental affidavit in support of retention (1.1) analyze comments from UST re: EG retention and related calls to UST (.4) instructions via e-mail to K. Mahoney, S. Kinsella and K. McCloskey re: draft to conform to fact finding and comments to the UST (.3)	1.80 Hrs
11/04/11	SAK	[B160-] Supplement language regarding Supplemental Disclosure; instructions to K. Mahoney and email exchange with R. Zahralddin re same	0.20 Hrs
11/04/11	SAK	[B160-] Multiple conferences with paralegals re completion of supplemental conflict check (.5); email exchange with R. Zahralddin re same (.1)	0.60 Hrs
11/04/11	SAK	[B160-] Instructions to paralegals re preparation and completion of Supplemental Disclosure and communication with UST re same	0.20 Hrs
11/04/11	KAM	[B160-] Update Supplemental Affidavit (.5); conferences with R. Zahralddin re: same (.4)	0.90 Hrs
11/04/11	KAM	[B160-] Analyze factual investigation and prepare Exhibits to Supplemental Declaration	8.20 Hrs
11/04/11	RXZ	[B160-] Analysis of connections and follow up with EG counsel and management for preparation of Exhibits for First Supplemental filing (1.2) analyze and update draft language re: disclosures (.8) analyze and update draft of first supplemental affidavit in support of EG retention (.6)	2.60 Hrs
11/04/11	KM2	[B160-] Assist K. McCloskey with factual investigation re: supplemental affidavit in support of Elliott Greenleaf's retention	3.20 Hrs
11/04/11	RXZ	[B160-] Follow up calls and meetings re: disclosures for first supplemental affidavit in support of EG retention	0.60 Hrs
11/05/11	KAM	[B160-] Update Supplemental Affidavit in Support of EG Retention	4.20 Hrs

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11/06/11	KAM	[B160-] Emails to/from and phone call with R. Zahralddin re: Supplemental Affidavit preparation, finalization and filing/service	0.40 Hrs	
11/06/11	KAM	[B160-] Multiple emails to/from UST J. Sarkessian and R. Zahralddin re: updates to Supplemental Declaration	0.20 Hrs	
11/06/11	RXZ	[B160-] Further analysis of connections re: supplemental affidavit in support of EG retention (1.1) comments from UST re: same (.3) update supplemental affidavit re: UST comments (.4)	1.80 Hrs	
11/06/11	RXZ	[B160-] Update and analyze supplemental affidavit in support re: calls to and from K. McCloskey and updates on factual investigation of lenders (including but limited to McCloskey draft of disclosures of prior lender liability actions and tax lien program in Pennsylvania)	1.80 Hrs	
11/07/11	SAK	[B160-] Analyze final draft of Supplemental Affidavit in support of Elliott Greenleaf's retention	0.20 Hrs	
11/07/11	KAM	[B160-] File EG Supplemental Declaration in Support of Retention	0.30 Hrs	
11/07/11	KAM	[B160-] Email to counsel and FTI with filed EG Supplemental Declaration in Support of Retention	0.10 Hrs	
11/07/11	RXZ	[B160-] Finalize EG Supplemental Disclosure	0.80 Hrs	
11/07/11	SAK	[B160-] Conference with T. Snow and R. Zahralddin re completion of supplemental conflict check	0.20 Hrs	
11/07/11	RXZ	[B160-] Finalize COS to EG supplemental affidavit in support of retention	0.10 Hrs	
11/07/11	KAM	[B160-] Prepare COS to EG Supplemental Affidavit in Support of Retention	0.10 Hrs	
11/07/11	KAM	[B160-] Serve EG Supplemental Declaration in Support of Retention	0.30 Hrs	
EG Retention Totals			37.40 Hrs	\$12,485.00

Employment & Retention Application Other

11/02/11	JXS	[B165-] Emails from/to R. Zahralddin and S. Star re: FTI indemnification	0.20 Hrs	
11/02/11	JXS	[B165-] Conference call with J. Drucker (counsel for FTI) and R. Zahralddin re: FTI indemnification	0.30 Hrs	
11/02/11	JXS	[B165-] Emails to/from J. Sarkessian re: FTI indemnification	0.10 Hrs	
11/03/11	SAK	[B165-] Telephone conference with UST re retention applications (.2); email and conference with paralegals re same (.2)	0.40 Hrs	
11/03/11	JXS	[B165-] Telephone call from and emails to/from J. Drucker re: FTI indemnification	0.10 Hrs	
11/03/11	JXS	[B165-] Analyze emails from/to R. Zahralddin, J. Sarkessian and J. Teele re: committee professional retention applications	0.10 Hrs	
11/03/11	KAM	[B165-] Email from R. Zahralddin re: word version of FTI retention application order	0.10 Hrs	
11/03/11	KAM	[B165-] Telephone call to M. Swetz re: word version of FTI retention application order	0.10 Hrs	
11/03/11	KAM	[B165-] Email to UST J. Sarkessian with word version of FTI retention application order	0.10 Hrs	
11/03/11	RXZ	[B165-] Call with UST re: comments to committee professionals retention applications	0.40 Hrs	

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11/03/11	RXZ	[B165-] E-mail and related updates to paralegals re: UST comments to committee professionals retention applications	0.30 Hrs
11/03/11	RXZ	[B165-] Calls to and from J. Drucker re: negotiations with first lien lenders on indemnity issues (.5) follow up e-mails re: same (.3) analyze and comments to J. Drucker re: proposed settlement language from first lien lenders (.3) further updates from UST re: FTI indemnity issue (.2) calls to and from J. Drucker and S. Star re: UST comments (.4) e-mail and comments from UST to FTI retention and reply (.2) and related follow up and call to J. Drucker re: same and comments from Debtors (.3)	2.20 Hrs
11/03/11	RXZ	[B165-] Call from J. Drucker re: analysis of indemnification issue and Judge P. Walsh	0.20 Hrs
11/03/11	RXZ	[B165-] E-mails to and from committee professionals re: Canadian counsel	0.20 Hrs
11/03/11	RXZ	[B165-] E-mail from M. Benn re: FTI indemnity	0.10 Hrs
11/03/11	RXZ	[B165-] E-mail from first lien lenders and J. Drucker re: extension of deadline to file objection to FTI retention and e-mail instructions to K. Mahoney re: same	0.10 Hrs
11/04/11	SAK	[B165-] Telephone conferences with UST (x2) re retention issues (.2); email exchanges with co-counsel re same (.2)	0.40 Hrs
11/04/11	SAK	[B165-] Multiple email exchanges with J. Teele and Committee re retention issues	0.30 Hrs
11/04/11	KAM	[B165-] Email and conference with R. Zahralddin re: filing of LS's Supplemental Declaration	0.10 Hrs
11/04/11	KAM	[B165-] File LS's Supplemental Declaration	0.30 Hrs
11/04/11	KAM	[B165-] Email to counsel with filed version of LS's Supplemental Declaration	0.10 Hrs
11/04/11	KM2	[B165-] Update objection deadline for FTI retention application (0.1); confer with R. Zahralddin re: same (0.1)	0.20 Hrs
11/04/11	RXZ	[B165-] Call with UST re: indemnification issues	0.10 Hrs
11/04/11	RXZ	[B165-] Call with FTI and FTI counsel re: indemnification issues	0.20 Hrs
11/04/11	RXZ	[B165-] Finalize Supplemental Declaration in Support re: Application to Employ/Retain Lowenstein Sandler PC as Counsel to the Official Committee of Unsecured Creditors and instructions to K. McCloskey for filing and service	0.50 Hrs
11/04/11	RXZ	[B165-] Discussions and e-mails with committee and committee professionals re: UST comments to committee professionals retention	0.20 Hrs
11/04/11	RXZ	[B165-] E-mail from N. Stefanelli re: supplemental LS affidavit and follow up with S. Kinsella and paralegals	0.20 Hrs
11/04/11	RXZ	[B165-] Analyze e-mails to and from UST and Debtors and attached ethical wall agreement re: FTI	0.30 Hrs
11/05/11	RXZ	[B165-] Calls and e-mails with prospective Canadian counsel (.7) analyze conflicts issues (.5) finalize recommendations and discussions with committee professionals re: same (.2)	1.40 Hrs
11/06/11	RXZ	[B165-] Recommendations to Committee and Committee approval of Canadian Counsel	0.30 Hrs
11/07/11	SAK	[B165-] Conference with R. Zahralddin and T. Snow re preparation of Stikeman Retention Application	0.20 Hrs
11/07/11	SAK	[B165-] Research re retention issues	0.50 Hrs

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11/07/11	SAK	[B165-] Conference with R. Zahralddin re Stikeman Retention Application; instructions to T. Snow re same	0.10 Hrs
11/07/11	KAM	[B165-] Telephone call with S. Star and subsequent conference with R. Zahralddin re: FTI's Supplemental Declaration	0.10 Hrs
11/07/11	RXZ	[B165-] Multiple e-mails and related order on retention of Debtors and Committee professionals, instructions to K. Mahoney re same, and e-mails from K. Mahoney to committee professionals	0.30 Hrs
11/07/11	TMS	[B165-] Meeting with R. Zahralddin and S. Kinsella regarding Canadian counsel retention	0.10 Hrs
11/07/11	TMS	[B165-] Prepare retention application for Canadian counsel, Stikeman Elliott	0.40 Hrs
11/07/11	TMS	[B165-] Email Canadian counsel, Stikeman Elliott, master conflicts list and Trustee's instructions regarding conflicts list	0.10 Hrs
11/07/11	RXZ	[B165-] Call with Canadian Counsel re: scope of work, retention and introduction to case	0.40 Hrs
11/07/11	RXZ	[B165-] Finalize COS to LS supplemental affidavit in support of retention	0.10 Hrs
11/07/11	RXZ	[B165-] E-mails and calls from Cole Sholtz re: FTI retention	0.30 Hrs
11/07/11	KAM	[B165-] Prepare COS to LS Supplemental Affidavit in Support of Retention	0.10 Hrs
11/07/11	KAM	[B165-] File COS to LS Supplemental Affidavit in Support of Retention	0.20 Hrs
11/07/11	KAM	[B165-] Serve LS Supplemental Declaration in Support of Retention	0.40 Hrs
11/07/11	KAM	[B165-] Prepare COS to FTI Supplemental Affidavit	0.10 Hrs
11/07/11	RXZ	[B165-] E-mails and calls to Chambers regarding committee retention applications (.3) follow up with Debtors re: Chamber's instructions on amended agenda (.1)	0.40 Hrs
11/07/11	KAM	[B165-] File FTI Supplemental Affidavit in Support of Retention	0.30 Hrs
11/07/11	KAM	[B165-] Email to counsel with FTI Supplemental Affidavit in Support of Retention	0.10 Hrs
11/07/11	KAM	[B165-] Serve Supplemental Affidavit in Support of FTI Retention	0.20 Hrs
11/07/11	KAM	[B165-] Email to J. Sarkessian with filed Supplemental Affidavits in Support of Retention	0.10 Hrs
11/07/11	RXZ	[B165-] Case strategy meeting with S. Kinsella and T. Snow re: retention application for Stikeman Elliott as Canadian Counsel to the Committee and appropriate standard for retention (.2) and forward information for inclusion in application (.2)	0.40 Hrs
11/07/11	RXZ	[B165-] E-mails to and from J. Teele re: Orders and other hearing preparation (.3) related follow up with paralegals and professionals (.6)	0.90 Hrs
11/07/11	RXZ	[B165-] Finalize Supplemental Declaration of Samuel Star in Support of the Application for an Order Authorizing Employment and Retention of FTI Consulting, Inc. as Financial Advisor (.2) and forward to K. McCloskey for filing and service with instructions (.1)	0.30 Hrs
11/07/11	RXZ	[B165-] E-mail from J. Drucker re: revised order and confirmation of exhibits re: same	0.10 Hrs
11/07/11	RXZ	[B165-] E-mails from K. McCloskey re: confirmation of filing of Declarations of Support and e-mail in reply from committee professionals	0.10 Hrs
11/07/11	KM2	[B165-] Analyze order authorizing retention of Edwards Wildman Palmer (0.2); circulate same (0.1)	0.30 Hrs

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11/07/11	RXZ	[B165-] E-mail to K. Mahoney, S. Kinsella and T. Snow re: Committee Professionals Retention Orders with instructions, related follow up and e-mail replies	0.20 Hrs
11/08/11	SAK	[B165-] Prepare draft of Stikeman Retention Application and Affidavit (.5); instructions to T. Snow and email exchange with R. Zahralddin re same (.2)	0.70 Hrs
11/08/11	TMS	[B165-] Prepare affidavit in support of retention application for Canadian counsel, Stikeman Elliott	0.20 Hrs
11/08/11	TMS	[B165-] Email affidavit in support of retention application for Canadian counsel, Stikeman Elliott to A. Taylor for completion (with explanations)	0.10 Hrs
11/09/11	SAK	[B165-] Multiple email exchanges with co-counsel re Stikeman Retention Application revisions; conference with R. Zahralddin and T. Snow re same	0.30 Hrs
11/09/11	SAK	[B165-] Finalize revised draft of Stikeman Retention Application package	0.60 Hrs
11/09/11	RXZ	[B165-] Update and analyze Affidavit of Ashley Taylor (.5) e-mails and calls to and from Stikeman (.3) finalize comments and forward to Stikeman (.3)	1.20 Hrs
11/09/11	KAM	[B165-] Serve retention orders of EG, LS and FTI on 2002 list	0.70 Hrs
11/09/11	TMS	[B165-] Prepare proposed Order Authorizing Retention of Stikeman Elliott as Special Canadian Counsel	0.10 Hrs
11/09/11	RXZ	[B165-] E-mails and calls to Stikeman answering question regarding US standards for retention	0.30 Hrs
11/09/11	RXZ	[B165-] Finalize order for Stikeman application (.2) application (.4) and exhibits and distribute to committee professionals for comment (.1)	0.70 Hrs
11/09/11	RXZ	[B165-] E-mail to T. Snow re: notice for Stikeman retention application and motion to shorten and order	0.10 Hrs
11/10/11	SAK	[B165-] Analyze Stikeman's Retention Application package	0.20 Hrs
11/10/11	TMS	[B165-] Prepare Affidavit of Ashley John Taylor in Support of Stikeman Elliott Retention Application (.3); prepare Application for Retention of Stikeman Elliott (.3); prepare Order Authorizing Retention of Stikeman Elliott (.1); prepare Notice of Application of Stikeman Elliott (.3); prepare Motion to Shorten Retention Application of Stikeman Elliott (.3); prepare Order Shortening Notice of Retention Application (.1); multiple emails regarding Retention Application (.2); file and serve Stikeman Elliott Retention Application documents (1.2)	2.80 Hrs
11/10/11	RXZ	[B165-] E-mail from D. Murdoch and analyze and update proposed affidavit in support of retention	0.50 Hrs
11/10/11	RXZ	[B165-] Finalize order re: Stikeman retention	0.20 Hrs
11/10/11	RXZ	[B165-] Finalize COS re: Stikeman retention	0.10 Hrs
11/10/11	RXZ	[B165-] Finalize Exhibits re: Stikeman retention (.2) analyze e-mails and updates from D. Murdoch re: disclosure issues and related follow up calls (.5)	0.70 Hrs
11/10/11	RXZ	[B165-] E-mail instructions to T. Snow re: motion for shortened time, related order and related notice for Stikeman retention application (.1) follow up e-mails re: same (.1)	0.20 Hrs
11/10/11	RXZ	[B165-] Finalize T. Snow draft of motion to shorten and related order (Stikeman)	0.20 Hrs
11/11/11	SAK	[B165-] Analyze multiple pleadings re Stikeman Retention Application and Motion to Shorten re same	0.20 Hrs

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11/11/11	RXZ	[B165-] E-mail from T. Snow with confirmation of service of Stikeman application	0.10 Hrs
11/11/11	RXZ	[B165-] Supervise filing and service of Stikeman application	0.20 Hrs
11/14/11	SAK	[B165-] Analyze Order entered Shortening Notice re Committee Professionals' Retention Applications	0.10 Hrs
11/16/11	RXZ	[B165-] E-mails from T. Snow re Canadian counsel retention application deadlines and related order	0.20 Hrs
11/18/11	SAK	[B165-] Email exchange with D. Murdoch and R. Zahralddin re upcoming filing of Supplemental Affidavit in support of Stikeman Retention Application	0.20 Hrs
11/18/11	SAK	[B165-] Prepare Stikeman Supplemental Affidavit for filing and revise service (.2); email to R. Zahralddin re same (.1)	0.30 Hrs
11/18/11	RXZ	[B165-] E-mail from Stikeman re: supplemental affidavit (.1) and analyze same (.3) e-mails to and from Stikeman re: finalizing supplemental affidavit (.3)	0.70 Hrs
11/18/11	RXZ	[B165-] Supervise filing and service of Supplemental Aff. in Support of Stikeman Retention (.3) follow up e-mails to UST (.1)	0.40 Hrs
11/19/11	RXZ	[B165-] E-mails to and from UST re: Stikeman retention and related follow up with Stikeman	0.30 Hrs
11/19/11	RXZ	[B165-] Analyze record (.2) and e-mails to and from Stikeman re: procedural requirements for retention application, hearing and agenda (.4)	0.60 Hrs
11/19/11	RXZ	[B165-] E-mails to and from the Debtors re: Stikeman retention application	0.30 Hrs
11/20/11	RXZ	[B165-] E-mails with Canadian counsel re: procedures and hearing for retention	0.20 Hrs
11/21/11	TMS	[B165-] Conferences and emails to/from with R. Zahralddin regarding communication with debtors' counsel regarding Stikeman retention application (.2); conference with debtors' counsel regarding Stikeman retention application (.1); conference with R. Zahralddin regarding certification of counsel (.1); prepare certification of counsel regarding Stikeman application (.4); prepare certificate of service regarding certification of counsel regarding Stikeman application (.1); prepare black line order and final proposed order for Stikeman application (.2); electronically file and effectuate service of certification of counsel (1.0)	2.10 Hrs
11/21/11	RXZ	[B165-] E-mail to committee professionals re: Stikeman certification of counsel	0.20 Hrs
11/23/11	JXS	[B165-] Analyze order retaining Stikeman as Canadian counsel to committee (.1); circulate same to committee professionals (.1)	0.20 Hrs
11/23/11	RXZ	[B165-] Analyze Order Authorizing the Employment and Retention of Stikeman Elliott LLP as Special Canadian Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc as of November 6, 2011 (.2) and forward to J. Stermerman, S. Kinsella and T. Snow with instructions (.1)	0.30 Hrs
11/29/11	JXS	[B165-] Emails to/from R. Zahralddin and K. McCloskey re: service of Stikeman order and order authorizing Committee to file objection to sale under seal	0.10 Hrs

Official Committee of Unsecured Creditors

11/29/11	KAM	[B165-] Emails from and conference with J. Stemerman re: service of Order Authorizing the Employment and Retention of Stikeman Elliott LLP as Special Canadian Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc as of November 6, 2011 (Docket No. 303)	0.10 Hrs	
11/29/11	KAM	[B165-] Serve Order Authorizing the Employment and Retention of Stikeman Elliott LLP as Special Canadian Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc as of November 6, 2011 (Docket No. 303)	0.40 Hrs	
11/29/11	RXZ	[B165-] Finalize COS for Order approving retention of Canadian counsel and forward to K. McCloskey for filing and service per local rules requirements for service of orders	0.20 Hrs	
11/29/11	KAM	[B165-] File COS regarding service of Order Authorizing Stikeman Retention	0.20 Hrs	
11/29/11	KAM	[B165-] Prepare COS regarding service of Order Authorizing Stikeman Retention	0.20 Hrs	
11/30/11	SAK	[B165-] Analyze Thomas Hill's 2nd Supplemental Declaration in Support of Alvarez & Marsal's Retention	0.10 Hrs	
Employment & Retention Application Other Totals			34.20 Hrs	\$15,639.50

EG Fee Applications

11/01/11	SAK	[B170-] Email exchanges and conference with K. McCloskey re preparation of 1st Monthly Fee Application	0.20 Hrs	
11/14/11	KAM	[B170-] Analyze and supplement Exhibit B to EG's 1st fee application	1.40 Hrs	
11/15/11	SAK	[B170-] Further updates to Elliott Greenleaf's October time detail and updates to fee application (.5); conferences with R. Zahralddin and M. Kearney re same (.2)	0.70 Hrs	
11/16/11	SAK	[B170-] Finalize Elliott Greenleaf's 1st Monthly Fee Application, Notice, Multiple Exhibits (.4); conference with K. McCloskey re revisions to same (.1)	0.50 Hrs	
11/16/11	SAK	[B170-] Additional revisions to Elliott Greenleaf's 1st Monthly Fee Application and conference with K. McCloskey re same	0.20 Hrs	
11/16/11	SAK	[B170-] Email to K. McCloskey re fee application preparations	0.10 Hrs	
11/16/11	KAM	[B170-] Prepare EG 1st fee application	1.20 Hrs	
11/16/11	KAM	[B170-] Prepare cover page to EG 1st fee application	0.30 Hrs	
11/16/11	KAM	[B170-] Prepare Notice to EG 1st fee application	0.30 Hrs	
11/16/11	KAM	[B170-] Prepare Exhibits A and C to EG 1st fee application	0.30 Hrs	
11/16/11	KAM	[B170-] Prepare COS to EG 1st fee application	0.10 Hrs	
11/16/11	KAM	[B170-] Prepare task billing page to EG 1st fee application	0.30 Hrs	
11/17/11	SAK	[B170-] Finalize revised Elliott Greenleaf time detail (.8); instructions to and telephone conferences with K. McCloskey re same (.2)	1.00 Hrs	
11/18/11	KAM	[B170-] Supplement EG 1st fee application	0.30 Hrs	
11/21/11	SAK	[B170-] Finalize Elliott Greenleaf's 1st Monthly Fee Application, Notice, multiple Exhibits and Certificate of Service (.4); instructions to K. McCloskey re revisions to all (.1)	0.50 Hrs	

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11/22/11	SAK	[B170-] Conference with K. McCloskey re revised Certificate of Service re Elliott Greenleaf's Monthly Fee Application	0.10 Hrs	
11/22/11	KAM	[B170-] File EG's 1st fee application	0.30 Hrs	
11/22/11	KAM	[B170-] Serve EG's 1st fee application	0.80 Hrs	
11/22/11	KAM	[B170-] Email to counsel with EG's 1st fee application	0.10 Hrs	
11/22/11	KAM	[B170-] Email to counsel with objection deadline and CNO date for EG's 1st fee application	0.10 Hrs	
11/27/11	KAM	[B170-] Analyze Exhibit B to EG November fee application	0.70 Hrs	
11/29/11	RXZ	[B170-] Analyze and update exhibits to EG November fee application	1.60 Hrs	
EG Fee Applications Totals			11.10 Hrs	\$3,724.00

Fee Applications and Invoices - Other

11/23/11	SAK	[B175-] Instructions from R. Zahralddin re preparation of Stikeman fee application; email to T. Snow re same	0.20 Hrs	
11/23/11	SAK	[B175-] Email instructions from R. Zahralddin re preparation of FTI fee application	0.10 Hrs	
11/23/11	RXZ	[B175-] Analyze e-mail report and summary of fee applications for committee professionals from K. McCloskey	0.30 Hrs	
11/29/11	JXS	[B175-] Email to Committee professionals re: YCST fees and expenses	0.10 Hrs	
11/30/11	KAM	[B175-] Conform FTI's First Fee Application	0.20 Hrs	
11/30/11	KAM	[B175-] File FTI First Fee Application	0.30 Hrs	
11/30/11	KAM	[B175-] Serve FTI First Fee Application	0.80 Hrs	
11/30/11	SAK	[B175-] Instructions to J. Stermerman re filing of FTI's 1st Monthly Fee Application; review the same	0.30 Hrs	
11/30/11	KAM	[B175-] Email to/from J. Stermerman and R. Zahralddin re: FTI fee application	0.20 Hrs	
11/30/11	KAM	[B175-] Prepare Notice to FTI fee application (.3); prepare COS to same (.1)	0.40 Hrs	
11/30/11	JXS	[B175-] Analyze and supplement FTI first monthly fee application	0.30 Hrs	
Fee Applications and Invoices - Other Totals			3.20 Hrs	\$996.50

Assumption/Rejections of Leases and Contracts

11/01/11	RXZ	[B185-] Analyze Debtors' Motion for Entry of an Order (A) Authorizing Procedures By Which the Debtors May Reject Certain Unexpired Leases and Executory Contracts and (B) Approving the Form and Manner of Rejection Notice (.3) instructions to paralegals re: same (.2)	0.50 Hrs	
11/01/11	RXZ	[B185-] E-mail summary and recommendation from N. Stefannelli re: contract rejection procedures motion	0.10 Hrs	
11/02/11	RXZ	[B185-] E-mail summary and recommendation to committee and committee professionals from N. Stefanelli re: lease rejection motion	0.20 Hrs	

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11/04/11	RXZ	[B185-] E-mail from W. Weller re: EI cure objection	0.10 Hrs
11/08/11	SAK	[B185-] Analyze Ei Inc.'s Objection to Cure Amounts	0.20 Hrs
11/09/11	SAK	[B185-] Analyze Second Amended Notice re Cure Amounts	0.20 Hrs
11/09/11	RXZ	[B185-] Analyze Second Amended Notice of (I) Cure Amount with Respect to Executory Contracts to be Assumed and Assigned and (II) Potential Assumption and Assignment of Executory Contracts (.2) e-mails to committee professionals and EG paralegals re: same (.1)	0.30 Hrs
11/10/11	SAK	[B185-] Analyze Stayin Front's Objection to Cure Motion	0.10 Hrs
11/10/11	SAK	[B185-] Analyze Limited Objection to Cure Motion filed by the Ohio Dept. of Job and Family Servs.	0.10 Hrs
11/10/11	SAK	[B185-] Analyze RX Solutions Objection to Cure Motion	0.10 Hrs
11/10/11	SAK	[B185-] Analyze Tenn. Dept. of Finance's Objection to Cure Motion	0.10 Hrs
11/11/11	SAK	[B185-] Analyze McKessons' Response to Cure Motion	0.10 Hrs
11/11/11	SAK	[B185-] Analyze Caremark's Response to Cure Motion	0.10 Hrs
11/11/11	SAK	[B185-] Analyze Cardinal Health's Response to Cure Motion	0.10 Hrs
11/11/11	SAK	[B185-] Analyze AmerisourceBergen's Objection to Cure Motion	0.10 Hrs
11/11/11	SAK	[B185-] Analyze 3M & 3M Singapore's Responses to Cure Motion	0.20 Hrs
11/14/11	SAK	[B185-] Analyze Prime Therapeutics' Objections to Cure Motions	0.10 Hrs
11/16/11	SAK	[B185-] Analyze Objection of MCGPDA to Cure Motion	0.10 Hrs
11/21/11	SAK	[B185-] Analyze Notice of Assumption and Assignment of Executory Contracts	0.20 Hrs
11/22/11	SAK	[B185-] Analyze Illinois Department of Healthcare's Response to Debtors' Cure Amount Motion and email re same	0.10 Hrs
11/22/11	RXZ	[B185-] Call with client re: lease assumption, assignment and rejection issues (HQ lease)	0.70 Hrs
11/22/11	RXZ	[B185-] Analyze e-mail summary of Illinois Department of Healthcare and Family Services objection to cure amounts from T. Snow	0.20 Hrs
11/23/11	SAK	[B185-] Analyze Notice of Rejection of Leases and Executory Contracts; email instructions from R. Zahraiddin	0.20 Hrs
11/23/11	JXS	[B185-] Analyze order authorizing procedures for rejection of contracts and leases (.3); summarize and circulate same to committee professionals (.1)	0.40 Hrs
11/23/11	RXZ	[B185-] Analyze Order (A) Authorizing Procedures By Which the Debtors May Reject Certain Unexpired Leases and Executory Contracts and (B) Approving the Form and Manner of Rejection Notice (.2) and forward to J. Stermerman, S. Kinsella and T. Snow with instructions (.1) e-mail to T. Snow re: notice deadline (.1)	0.40 Hrs
11/23/11	RXZ	[B185-] Analyze notice of rejected and retained executory contracts and unexpired lease and related schedules (.3) and forward same to committee and committee professionals (with instructions to S. Kinsella) (.2)	0.50 Hrs
11/28/11	SAK	[B185-] Analyze Debtors' Notice to Reject Leases and Contracts	0.30 Hrs
11/28/11	JXS	[B185-] Analyze notice of rejection of executory contracts and unexpired leases (.1); circulate notice to committee professionals (.1)	0.20 Hrs
11/30/11	SAK	[B185-] Analyze Notice of Assumption and Assignment of Executory Contracts	0.10 Hrs

Official Committee of Unsecured Creditors

11/30/11	SAK	[B185-] Email from R. Zahraiddin re Motion to Shorten re assumption of certain contracts; review the same	0.20 Hrs	
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Assumption/Rejections of Leases and Contracts Totals		6.30 Hrs	\$3,147.00
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Non-Working Travel

11/02/11	RXZ	[B195-] Travel to meeting with first lien lenders regarding settlement (Total time is accurate but billed at half per UST guidelines)	2.60 Hrs
11/02/11	RXZ	[B195-] Travel from meeting with first lien lenders regarding settlement (Total time is accurate but billed at half per UST Guidelines)	2.60 Hrs
11/17/11	RXZ	[B195-] Travel to auction (Total time in accurate but billed at half per UST Guidelines)	2.00 Hrs
11/17/11	RXZ	[B195-] Travel time from NY to Wilmington after auction (Total time in accurate but billed at half per UST Guidelines)	2.30 Hrs

Non-Working Travel Totals	9.50 Hrs	\$2,897.50
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Business Operations

11/03/11	RXZ	[B210-] E-mail from M. Greenberg re: cash update and related analysis	0.20 Hrs
11/03/11	RXZ	[B210-] E-mail from J. Teele re: updated variance report and analyze attachments	0.20 Hrs
11/03/11	RXZ	[B210-] E-mail from C. Reckler re: updated variance report and analyze attachments	0.10 Hrs
11/03/11	RXZ	[B210-] E-mail from M. Greenberg re: analysis of actual v. budget variance report	0.10 Hrs
11/04/11	JXS	[B210-] Analyze Debtors' supplement to ordinary course professionals list; email to co-lead counsel re: same	0.10 Hrs
11/04/11	RXZ	[B210-] E-mail from J. Stemerman re: Graceway's supplemental list of ordinary course professionals and reply with instructions	0.10 Hrs
11/04/11	RXZ	[B210-] E-mail summary from J. Stemerman to committee professionals re: Graceway Pharm. List of Ordinary Course Professionals and analyze attached filings	0.20 Hrs
11/07/11	RXZ	[B210-] Analyze Third Notice of Filing of OCP Affidavit and forward to T. Snow with instructions	0.10 Hrs
11/23/11	RXZ	[B210-] E-mail from C. Reckler re: variance report and analyze same	0.30 Hrs

Business Operations Totals	1.40 Hrs	\$828.00
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Financing/Cash Collections

11/02/11	RXZ	[B230-] E-mail from M. Benn re: Final DIP Order approval by UST	0.10 Hrs
11/03/11	SAK	[B230-] Analyze pre-sale variance report forwarded by Debtors	0.10 Hrs
11/03/11	RXZ	[B230-] Analyze Final DIP Order, clean and redlined against prior drafts	0.40 Hrs

Official Committee of Unsecured Creditors

11/03/11	RXZ	[B230-] E-mail from first lien lenders re: further updates to revised DIP and analyze changes	0.20 Hrs	
11/03/11	RXZ	[B230-] E-mails from and to first lien lenders and debtors re: revised DIP budget	0.20 Hrs	
11/04/11	SAK	[B230-] Analyze Debtors' proposed final DIP (blackline)	0.30 Hrs	
11/04/11	SAK	[B230-] Analyze Debtors proposed DIP Budget	0.20 Hrs	
11/04/11	JXS	[B230-] Analyze proposed final DIP order (.4) and email to co-lead counsel re: same (.1)	0.50 Hrs	
11/04/11	JXS	[B230-] Meeting with R. Zahralddin re: proposed final DIP order	0.10 Hrs	
11/04/11	RXZ	[B230-] E-mails to J. Stemerman on filing of DIP order and blackline of same	0.20 Hrs	
11/04/11	RXZ	[B230-] E-mails from Debtors counsel re: budget and responses from first lien lenders and committee re: same	0.20 Hrs	
11/05/11	RXZ	[B230-] E-mails from J. Stemerman re: Debtor's proposed final DIP (Ex. A) and a blackline of the proposed final DIP order and analyze same	0.30 Hrs	
11/07/11	RXZ	[B230-] E-mail to K. Mahoney re: DIP Order with instructions	0.10 Hrs	
11/07/11	RXZ	[B230-] Analyze final version of DIP Order forwarded by Debtors and related black line prior to hearing	0.30 Hrs	
11/09/11	RXZ	[B230-] E-mails from Debtors related to Canadian counsel and budget	0.20 Hrs	
11/10/11	RXZ	[B230-] E-mail from Debtors' counsel re: pre-sale variance report	0.10 Hrs	
11/14/11	RXZ	[B230-] E-mails from T. Ingman re: sale objections	0.20 Hrs	
Financing/Cash Collections Totals			3.70 Hrs	\$1,981.00

Claims and Plan

11/01/11	RXZ	[B300-] Analyze proposed settlement parameters memo from committee professionals for global settlement	0.40 Hrs	
Claims and Plan Totals			0.40 Hrs	\$244.00

Claims Administration and Objections

11/01/11	KM2	[B310-] Email and phone call with N. Steffanelli re: bar date order	0.20 Hrs	
11/01/11	SAK	[B310-] Analyze Notice of Claim Bar Date	0.10 Hrs	
11/01/11	KM2	[B310-] Analyze bar date order re: claims bar date deadlines (0.2); circulate same (0.1)	0.30 Hrs	
11/01/11	RXZ	[B310-] Analyze notice of claims bar date (.1) call and e-mail to paralegals re: same (.1)	0.20 Hrs	
11/10/11	KM2	[B310-] Analyze objection of StayinFront to amended cure notice (0.1); email re: same (0.1)	0.20 Hrs	
11/10/11	KM2	[B310-] Analyze objection of Ohio Department of Job and Family Services (0.3); email re: same (0.1)	0.20 Hrs	

Official Committee of Unsecured Creditors

11/16/11	KM2	[B310-] Analyze and summarize Objection to Assumption and Assignment of MCGPDA without Cure or Assurance of Future Performance (0.3); email with R. Zahralddin re: same (0.1)	0.40 Hrs	
Claims Administration and Objections Totals			1.60 Hrs	\$423.00

Plan and Disclosure Statement

11/18/11	RXZ	[B320-] Further calls and e-mails with Debtors, Committee and first lien lenders re: distribution and plan issues	0.50 Hrs	
Plan and Disclosure Statement Totals			0.50 Hrs	\$305.00

Court Hearings

11/01/11	SAK	[B430-] Analyze Notice of Adjourned Hearing	0.10 Hrs	
11/01/11	KAM	[B430-] Email from S. Kinsella re: Notice of Rescheduled Hearing	0.10 Hrs	
11/01/11	KAM	[B430-] Email to counsel and FTI re: Notice of Rescheduled Hearing	0.10 Hrs	
11/02/11	SAK	[B430-] Multiple emails from K. Mahoney re upcoming deadlines	0.10 Hrs	
11/03/11	SAK	[B430-] Analyze Notice of Agenda for 11/07/11 hearing	0.10 Hrs	
11/03/11	RXZ	[B430-] E-mails to and from K. McCloskey re: update of critical dates from agenda and related follow up	0.20 Hrs	
11/03/11	KAM	[B430-] Email to counsel re: Notice of Agenda for 11/7 hearing	0.10 Hrs	
11/03/11	KAM	[B430-] Analyze Notice of Agenda for 11/7 hearing	0.10 Hrs	
11/03/11	KAM	[B430-] Prepare hearing binder for 11/7 hearing	0.30 Hrs	
11/03/11	KAM	[B430-] Analyze critical dates memo and compare with 11/7 Agenda re: accuracy (.2); conference with R. Zahralddin re: same (.1); update critical dates (.1)	0.40 Hrs	
11/04/11	SAK	[B430-] Analyze Amended Notice of Agenda re 11/07/11 hearing	0.10 Hrs	
11/04/11	RXZ	[B430-] Analyze Amended Agenda (.2) and forward to committee professionals (.1)	0.30 Hrs	
11/04/11	RXZ	[B430-] Call with committee professionals re: hearing issues	0.50 Hrs	
11/04/11	RXZ	[B430-] Analyze agenda and distribute to committee professionals with comments	0.20 Hrs	
11/07/11	KAM	[B430-] Update hearing binder to include Supplemental Affidavits in Support	0.20 Hrs	
11/07/11	KAM	[B430-] Assist R. Zahralddin re: hearing preparation (order, blacklines)	0.70 Hrs	
11/07/11	RXZ	[B430-] Analyze amended agenda (.2) forward same for handling to paralegals and related e-mail to Committee professionals (.1)	0.30 Hrs	
11/07/11	KAM	[B430-] Analyze Second Amended Agenda and forward to counsel and FTI	0.20 Hrs	
11/07/11	RXZ	[B430-] Attend and appear at hearing	0.50 Hrs	
11/07/11	RXZ	[B430-] Meeting with S. Star and J. Drucker in preparation for hearing	0.70 Hrs	
11/11/11	RXZ	[B430-] E-mails re: joint hearing issues and protocol	0.20 Hrs	

Official Committee of Unsecured Creditors

11/11/11	RXZ	[B430-] E-mails from Canadian counsel re: hearing procedures for allocation and sale motion	0.10 Hrs	
11/18/11	SAK	[B430-] Analyze Notice of Agenda for 11/22/11 hearing	0.20 Hrs	
11/18/11	TMS	[B430-] Prepare binder for hearing on November 22, 2011	0.50 Hrs	
11/18/11	RXZ	[B430-] E-mails and related follow up with Stikeman re: hearing and necessity for appearance in light of settlement	0.30 Hrs	
11/19/11	RXZ	[B430-] E-mails from Debtors and first lien lenders re: hearing and agenda issues (.2) and related follow up with committee professionals re: same (.2)	0.40 Hrs	
11/21/11	SAK	[B430-] Analyze Amended Agenda	0.10 Hrs	
11/21/11	TMS	[B430-] Continued review of docket and supplement of November 22, 2011 hearing binder (.6); email to Committee professionals regarding agenda with analysis of changes (.1)	0.70 Hrs	
11/21/11	RXZ	[B430-] Analyze updated agenda and forward summary of amendments to committee professionals	0.20 Hrs	
11/22/11	SAK	[B430-] Email from N. Stefanelli re hearing proceedings; conference with R. Zahraiddin re same	0.20 Hrs	
11/22/11	RXZ	[B430-] Attend hearing and reconvened hearing	2.30 Hrs	
11/22/11	RXZ	[B430-] Prepare for hearing	0.80 Hrs	
11/22/11	RXZ	[B430-] Analyze amended agenda and forward to T. Snow with instructions for hearing preparation and discuss with co-counsel	0.30 Hrs	
Court Hearings Totals			11.60 Hrs	\$5,587.00

Schedules and Statements

11/01/11	RXZ	[B440-] Analyze Schedules and Statements	1.40 Hrs	
Schedules and Statements Totals			1.40 Hrs	\$854.00

Litigation

11/02/11	RXZ	[B600-] E-mail from S. Barr re: rolling document requests from committee	0.10 Hrs	
11/16/11	RXZ	[B600-] E-mails from committee professionals re: deposition of S. Star and related affidavit and other evidentiary issues	0.20 Hrs	
11/17/11	SAK	[B600-] Analyze Metaphor's Complaint for Declaratory Judgment	0.40 Hrs	
11/18/11	RXZ	[B600-] Analyze Complaint for Declaratory Judgment and Other Relief Relating to the Determination of Interest in Property	0.40 Hrs	
11/19/11	JXS	[B600-] Analyze article re: Metaphor, Inc. adversary action; email to R. Zahraiddin and S. Kinsella re: same	0.10 Hrs	
11/19/11	RXZ	[B600-] Call with J. Teele re: Metaphor potential litigation resolution	0.20 Hrs	
11/30/11	SAK	[B600-] Email from J. Teele re Metaphor settlement and related issues	0.10 Hrs	
Litigation Totals			1.50 Hrs	\$789.00

TOTAL LEGAL SERVICES \$103,565.00

LEGAL SERVICES SUMMARY

Mahoney, Kate A.	6.50 Hrs	200/hr	\$1,300.00
McCloskey, Kristin A.	40.30 Hrs	225/hr	\$9,067.50
Snow, Theresa M	11.20 Hrs	225/hr	\$2,520.00
Zahraddin-Aravena, Rafael X.	9.50 Hrs	305/hr	\$2,897.50
Stemerman, Jonathan M.	5.10 Hrs	350/hr	\$1,785.00
Kinsella, Shelley A.	32.10 Hrs	410/hr	\$13,161.00
Zahraddin-Aravena, Rafael X.	119.40 Hrs	610/hr	\$72,834.00
	<u>224.10 Hrs</u>		<u>\$103,565.00</u>

Reimbursement for out of pocket expenses

COPYING

11/07/11	[] Copying	44.10
11/09/11	[] Copying	0.10
11/09/11	[] Copying	53.60
11/10/11	[] Copying	3.10
11/10/11	[] Copying	497.60
11/10/11	[] Copying	64.80
11/11/11	[] Copying	16.80
11/11/11	[] Copying	71.60
11/14/11	[] Copying	194.30
11/14/11	[] Copying	41.40
11/14/11	[] Copying	9.50
11/14/11	[] Copying	167.50
11/14/11	[] Copying	7.00
11/14/11	[] Copying	69.70
11/21/11	[] Device Cost	3.80
11/21/11	[] Device Cost	225.20
11/21/11	[] Device Cost	5.70
11/22/11	[] Device Cost	51.00
11/22/11	[] Device Cost	4.50
11/29/11	[] Device Cost	31.20
11/30/11	[] Device Cost	55.20
		\$1,617.70

Official Committee of Unsecured Creditors

DELIVERY/COURIER SERVICE

11/02/11	[] RELIABLE WILMINGTON---INV #WL030062 DTD 10/31/11: PROFESSIONAL SERVICES PERIOD: 10/16-10/31/11: SUGARFOOT ON 10/17/11 FOR RXZ	10.00	
11/02/11	[] RELIABLE WILMINGTON---INV #WL030062 DTD 10/31/11: PROFESSIONAL SERVICES PERIOD: 10/16-10/31/11: 6 HD ON 10/27/11 FOR RXZ	45.00	
11/02/11	[] RELIABLE WILMINGTON---INV #WL030062 DTD 10/31/11: PROFESSIONAL SERVICES PERIOD: 10/16-10/31/11: JUDGE WALSH ON 10/28/11 FOR RXZ	7.50	
11/02/11	[] RELIABLE WILMINGTON---INV #WL030062 DTD 10/31/11: PROFESSIONAL SERVICES PERIOD: 10/16-10/31/11: 37 HD ON 10/28/11 FOR RXZ	277.50	
11/02/11	[] RELIABLE WILMINGTON---INV #WL030062 DTD 10/31/11: PROFESSIONAL SERVICES PERIOD: 10/16-10/31/11: 5 HD ON 10/31/11 FOR RXZ	37.50	
11/30/11	[] RELIABLE WILMINGTON---INV #WL030410 DTD 11/18/11: PROFESSIONAL SERVICES PERIOD: 11/01-11/15/11: 7 HD ON 11/9/11 FOR RXZ	52.50	
11/30/11	[] RELIABLE WILMINGTON---INV #WL030410 DTD 11/18/11: PROFESSIONAL SERVICES PERIOD: 11/01-11/15/11: 7 HD + POSTAGE ON 11/10/11 FOR RXZ	52.50	
11/30/11	[] RELIABLE WILMINGTON---INV #WL030410 DTD 11/18/11: PROFESSIONAL SERVICES PERIOD: 11/01-11/15/11: WALSH ON 11/10/11 FOR RXZ	7.50	
11/30/11	[] RELIABLE WILMINGTON---INV #WL030410 DTD 11/18/11: PROFESSIONAL SERVICES PERIOD: 11/01-11/15/11: 7 HD ON 11/14/11 FOR RXZ	52.50	
11/30/11	[] RELIABLE WILMINGTON---INV #WL030410 DTD 11/18/11: PROFESSIONAL SERVICES PERIOD: 11/01-11/15/11: WALSH ON 11/7/11 FOR RXZ	7.50	
11/30/11	[] RELIABLE WILMINGTON---INV #WL030410 DTD 11/18/11: PROFESSIONAL SERVICES PERIOD: 11/01-11/15/11: P/U LUNCH ON 11/7/11 FOR RXZ	10.00	
11/30/11	[] RELIABLE WILMINGTON---INV #WL030410 DTD 11/18/11: PROFESSIONAL SERVICES PERIOD: 11/01-11/15/11: 6 HD ON 11/7/11 FOR RXZ	45.00	
11/30/11	[] RELIABLE WILMINGTON---INV #WL030410 DTD 11/18/11: PROFESSIONAL SERVICES PERIOD: 11/01-11/15/11: WALSH ON 11/15/11 FOR TMS	7.50	
			\$612.50
MEALS			
11/09/11	[] SUGARFOOT FINE FOOD---INV#462467 DTD 10/17/11 FINANCIAL ADVISORS, COMMITTEE LUNCH RXZ	223.00	
			\$223.00
POSTAGE			

Official Committee of Unsecured Creditors

11/30/11	[] RELIABLE WILMINGTON---INV #WL030410 DTD 11/18/11: PROFESSIONAL SERVICES PERIOD: 11/01-11/15/11: POSTAGE ON 11/10/11 FOR RXZ	48.04	
			\$48.04

TRAVEL - RAILROAD

11/28/11	[] RXZ---INV #11/17/11 RXZ DTD 11/18/11 EXPENSE VOUCHER ATTEND AUCTION IN NEW YORK	392.00	
			\$392.00
	Total Reimbursement for out of pocket expenses		\$2,893.24
	TOTAL THIS BILL		<u>\$106,458.24</u>

In re: Graceway Pharmaceuticals

Task Billing Summary Page

Re: In re Graceway Pharmaceuticals, Case No. 11-13036
File Number 60357-001

	<u>Previous Billed</u>	<u>Current Bill</u>	<u>Total</u>
Case Administration	2,428.00	881.00	3,309.00
Asset Analysis Recovery	4,184.00	5,063.00	9,247.00
Asset Disposition	13,804.50	43,661.50	57,466.00
Relief From Stay/Adequate Protection Pro	285.00	0	285.00
Meetings of and Communications with Cred.	5,780.00	4,059.00	9,839.00
Employment & Retention Application EGS	8,605.50	12,485.00	21,090.50
Employment & Retention Application Other	10,913.50	15,639.50	26,553.00
Fee/Applications and Invoices – EGS	0	3,724.00	3,724.00
Fee Objections EGS	0	0	0
Fee Applications and Invoices – Others	525.00	996.50	1,521.50
Fee Objections – Others	0	0	0
Lease and Contract-Assumption, Rejection	970.00	3,147.00	4,117.00
Non-Working Travel	0	2,897.50	2,897.50
Business Operations	2,338.00	828.00	3,166.00
Employee Benefits/Pensions	244.00	0	244.00
Financing/Cash Collections	13,313.00	1,981.00	15,294.00
Claims and Plan	122.00	244.00	366.00
Claims Administration and Objections	1,465.00	423.00	1,888.00
Plan and Disclosure Statement	0	305.00	305.00
Other	0	0	0
Court Hearings	7,790.50	5,587.00	13,377.50
Schedules and Statements	1,019.00	854.00	1,873.00
Litigation	0	789.00	789.00
 Total	 73,787.00	 103,565.00	 177,352.00

Exhibit C

**SUMMARY OF EXPENSES FOR THE PERIOD
NOVEMBER 1, 2011 THROUGH NOVEMBER 30, 2011**

<u>Expense Category</u>	<u>Total Expenses</u>
Postage	\$48.04
Copying ¹	\$1,617.70
Delivery/Courier	\$612.50
Meals	\$223.00
Travel – Railroad	\$392.00
TOTAL THIS BILL:	\$2,893.24

¹ EG represents that its rate for duplication is \$0.10 per page, consistent with the Local Rules and Guidelines. Detailed copy charges are listed in Exhibit B.

**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

Objection Deadline: 12/27/2011 @ 4:00 PM
Hearing Date: Only if Objections are Filed

**NOTICE OF SECOND MONTHLY APPLICATION
OF ELLIOTT GREENLEAF, CO-COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD NOVEMBER 1, 2011 THROUGH NOVEMBER 30, 2011**

TO: The Notice Parties as defined in the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the "Interim Compensation Order") (Docket No. 127). Parties receiving notice in the above-captioned matter pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") shall receive this Notice only.

PLEASE TAKE NOTICE that Elliott Greenleaf, Co-Counsel to the Official Committee of Unsecured Creditors in the above-captioned cases, has filed the **Second Monthly Application of Elliott Greenleaf, Co-Counsel to the Official Committee of Unsecured Creditors, for Compensation and Reimbursement of Expenses for the Period November 1, 2011 through November 30, 2011** (the "Application"). The Application seeks the allowance of fees in the amount of **\$103,565.00** (80%, \$82,852.00) and expenses in the amount of **\$2,893.24** for the period **November 1, 2011 through and including November 30, 2011** and payment of 80% of fees in the amount of **\$82,852.00** and 100% of the expenses in the amount of **\$2,893.24** pursuant to the Interim Compensation Order. The Application has been filed and served on the Notice Parties pursuant to the Interim Compensation Order. Notice of the Application has been filed and served on all parties requesting notice pursuant to Bankruptcy Rule 2002.

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); Graceway Holdings, LLC, a Delaware limited liability company (2502); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385); Chester Valley Holdings, LLC, a Delaware limited liability company (9457); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713); Graceway Canada Holdings, Inc., a Delaware corporation (6663); and Graceway International, Inc., a Delaware corporation (2399). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620 (Attn: John Bellamy).

PLEASE TAKE FURTHER NOTICE that Objections, if any, to the relief requested in the Application must be filed with the United States Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801, on or **before December 27, 2011 at 4:00 p.m. (prevailing Eastern Time)**, and a copy served upon the following parties so as to be **received no later than 4:00 p.m. (prevailing Eastern Time) on December 27, 2011**:

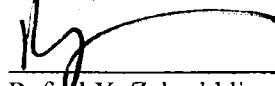
(i) Graceway Pharmaceuticals, LLC, 340 Martin Luther King Boulevard, Suite 500, Bristol, Tennessee 37620, Attn: John Bellamy; (ii) counsel for the Debtors, Latham & Watkins LLP, Suite 5800, 233 South Wacker Drive, Chicago, Illinois 60606, Attn: Josef S. Athanas and Young Conaway Stargatt & Taylor, LLP, 1000 West Street, 17th Floor, Wilmington, Delaware 19801, Attn: Michael R. Nestor; (iii) counsel for the Committee appointed by the United States Trustee, Lowenstein Sandler PC, 65 Livingston Avenue, Roseland, New Jersey 07068, Attn: S. Jason Teele and Elliott Greenleaf, 1105 North Market Street, Suite 1700, Wilmington, Delaware 19801, Attn: Rafael X. Zahralddin-Aravena; (iv) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware, Attn: Juliet Sarkessian; and (v) special restructuring and bankruptcy counsel to the administrative agent for the lenders under the Debtors' prepetition first lien credit facility, Wachtell, Lipton, Rosen & Kats, 51 West 52nd Street, New York, New York 10019, Attn: Scott K. Charles and Michael S. Benn (the "Notice Parties").

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE INTERIM COMPENSATION ORDER, IF NO OBJECTIONS ARE FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE ABOVE-CAPTIONED DEBTORS WILL BE AUTHORIZED TO PAY EIGHTY PERCENT (80%) OF REQUESTED FEES AND ONE HUNDRED (100%) OF REQUESTED EXPENSES WITHOUT FURTHER COURT ORDER.

PLEASE TAKE FURTHER NOTICE THAT ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE PROCEDURES SET FORTH ABOVE PURSUANT TO THE INTERIM COMPENSATION ORDER, WILL A HEARING BE HELD ON THE APPLICATION.

Dated: December 7, 2011
Wilmington, Delaware

ELLIOTT GREENLEAF



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*Co-counsel for the Official Committee of
Unsecured Creditors of Graceway
Pharmaceuticals, LLC, et al.*