

EXHIBIT A

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Chicago, Illinois 60606
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LATHAM & WATKINS LLP

INVOICE

January 31, 2012

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

Tax identification No: 95-2018373

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33

CHECKS:

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

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

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

Invoice No. 120501098

File No. 048081-0101

For professional services rendered through January 31, 2012
re: **Case Administration**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/03/12	ACW	.10	EMAILS WITH K. COYLE REGARDING PRO HAC VICE (0.1)
01/04/12	CAR	.80	PARTICIPATE IN STATUS CALL WITH COMPANY (.8)
01/04/12	MLW	1.10	REVIEW ACCOUNT SUMMARY (.2); CONFERENCE CALL REGARDING WIND DOWN STATUS (.9)
01/04/12	ACW	1.00	WIND DOWN STATUS TELECONFERENCE (1.0)
01/05/12	JSA	1.00	PHONE CALL WITH J. BELLAMY REGARDING VARIOUS ISSUES (1.0)
01/05/12	CAR	.60	PARTICIPATE IN CALL REGARDING BOARD MEETING PREPARATIONS AND NEXT STEPS (.60)
01/05/12	ACW	.50	EMAILS WITH J. EHRENHOFER AND K. COYLE REGARDING FILING OF AMENDED STATEMENTS (0.1); TELEPHONE CONFERENCE WITH K. COYLE REGARDING FILING OF AMENDED STATEMENTS (0.1); REVISE AND EDIT NOTICE OF FIRST AMENDED STATEMENT OF FINANCIAL AFFAIRS (0.2); EMAILS WITH M. SEWARD REGARDING PRO HAC VICE MOTION (0.1)
01/09/12	MLW	.40	REVIEW PWC ENGAGEMENT LETTER AND DRAFT EMAIL REGARDING SAME (.4)
01/09/12	ACW	.30	REVIEW AND SIGN PRO HAC VICE MOTION (0.1); EMAILS WITH M. SEWARD REGARDING FILING PRO HAC VICE MOTION (0.1); EMAILS WITH K. COYLE AND M. SEWARD REGARDING PLANNED FILINGS (0.1);

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/10/12	JSA	1.50	PREPARE FOR BOARD CALL (0.8); ATTEND BOARD CALL (0.7)
01/10/12	BEK	.40	CONFERENCE WITH N. WEISS REGARDING ANALYSIS OF 1ST LIEN LENDERS' UNSECURED CLAIM SETTLEMENT (.40)
01/10/12	CAR	.60	PREPARE FOR AND PARTICIPATE IN BOARD MEETING (.6)
01/11/12	MLW	1.20	CONFERENCE CALL WITH COMPANY REGARDING WIND DOWN PROCESS AND DRAFT EMAIL RELATING THERETO (1.2)
01/11/12	ACW	1.00	TELEPHONE CONFERENCE WITH K. COYLE REGARDING UPCOMING FILINGS (0.2); WIND DOWN TELECONFERENCE WITH COMPANY, J. SCHMALTZ, AND M. WARREN (0.8)
01/12/12	ACW	.10	EMAILS WITH J. BOWLES REGARDING MICROSOFT SOFTWARE LICENSES (0.1)
01/12/12	ECA	.40	REQUEST UPDATED LIEN SEARCH (.20); CORRESPOND WITH A. WEIS REGARDING SAME (.20)
01/13/12	KKG	3.40	COMPOSE SUPPLEMENTAL APPLICATION FOR PRICEWATERHOUSE COOPERS TO PERFORM TAX COMPLIANCE SERVICES FOR DEBTORS (3.4)
01/13/12	MLW	.40	CONFERENCE CALL REGARDING PWC ISSUE WITH A. WEIS AND C. RECKLER (.4)
01/15/12	MLW	.80	REVIEW LIST OF CLAIMANT TO RECEIVE POTENTIAL DEMAND LETTER AND DRAFT EMAIL REGARDING SAME (.8)
01/17/12	LRB	1.70	REVIEW OF CVS DOCUMENTATION AND ANALYSIS OF PRODUCT RETURN PROVISIONS (0.9); DRAFT SUMMARY OF KEY ISSUES REGARDING SAME (0.3); REVIEW OF AND RESPONSE TO MESSAGES WITH M. WARREN REGARDING PROOF OF CLAIMS (0.5)
01/18/12	JSA	1.00	CONFERENCE CALL WITH GRACEWAY REGARDING VARIOUS ISSUES (1.0)
01/18/12	MLW	1.20	CONFERENCE CALL WITH COMPANY AND ALVAREZ REGARDING WIND DOWN STATUS (1.2)
01/18/12	ACW	.90	WIND DOWN TELEPHONE CONFERENCE WITH COMPANY, J. SCHMALTZ, J. ATHANAS, M. WARREN, AND K. GEORGE (0.9)
01/20/12	MLW	.70	EDIT AND REVISE PWC RETENTION PAPERS AND CONFERENCE WITH K. GEORGE REGARDING SAME (.7);
01/22/12	ACW	.20	REVIEW CONFLICTS SUMMARY FROM C. HWA (0.2)
01/23/12	MLW	1.20	REVIEW TAX ANALYSIS AND DRAFT EMAIL REGARDING SAME (.4); CONFERENCE CALL WITH COMPANY REGARDING MEDICIS DOCUMENT REQUESTS (.8)
01/23/12	ACW	.60	REVIEW AGENDA FOR 1/25/2012 HEARING (0.2); EMAILS WITH K. COYLE AND M. WARREN REGARDING AGENDA AND CERTIFICATE OF COUNSEL (0.2); EMAILS WITH C. RECKLER AND K. COYLE REGARDING UPCOMING FILINGS (0.2)
01/25/12	JSA	.30	PHONE CALL WITH J. BELLAMY REGARDING EMPLOYEE ISSUES (0.3)
01/25/12	ACW	.50	WIND DOWN TELECONFERENCE WITH CLIENT, ALVAREZ, AND LATHAM TEAMS (0.5)

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/26/12	JSA	.30	EMAILS WITH M. WARREN REGARDING EMPLOYEE ISSUES (0.3)
01/26/12	CAR	1.40	FINAL REVIEW OF EXCLUSIVITY MOTION (.6); REVIEW AND PROVIDE COMMENTS ON GTCR SETTLEMENT (.8)
01/27/12	JSA	.30	PHONE CALL WITH M. EGGR REGARDING EMPLOYEE ISSUES (0.3)
01/30/12	ACW	.60	EMAILS WITH K. COYLE AND C. RECKLER REGARDING UPCOMING FILINGS (0.2); REVISE AND EDIT NOTICE OF FILING SCHEDULES AND STATEMENTS UNDER SEAL (0.2); EMAILS WITH K. COYLE REGARDING NOTICE OF FILING SCHEDULES AND STATEMENTS UNDER SEAL (0.2)
01/31/12	MLW	1.40	CONFERENCE CALL WITH COMPANY REGARDING VARIOUS POST-CLOSING ISSUES WITH PURCHASER AND RESPONSES RELATING THERETO (1.1); REVIEW ASSET PURCHASE AGREEMENT REGARDING POST-CLOSING OBLIGATIONS (.3)
01/31/12	ACW	1.20	REVIEW B. COWGILL RELEASE, CONFIDENTIALITY AND WORK PRODUCT AGREEMENTS (0.4); DRAFT LETTER TO B. COWGILL REGARDING CONFIDENTIALITY (0.8)

Attorney Hours:

J S ATHANAS	(PARTNER)	4.40 hrs @	\$945.00 /hr.	\$4,158.00
B E KOTLER	(PARTNER)	.40 hrs @	\$955.00 /hr.	\$ 382.00
C A RECKLER	(PARTNER)	3.40 hrs @	\$895.00 /hr.	\$3,043.00
M L WARREN	(ASSOCIATE)	8.40 hrs @	\$625.00 /hr.	\$5,250.00
L R BAILEY	(ASSOCIATE)	1.70 hrs @	\$625.00 /hr.	\$1,062.50
A C WEIS	(ASSOCIATE)	7.00 hrs @	\$595.00 /hr.	\$4,165.00
K K GEORGE	(ASSOCIATE)	3.40 hrs @	\$465.00 /hr.	\$1,581.00

Paralegal Hours:

E C ARNOLD	(PARALEGAL)	.40 hrs @	\$350.00 /hr.	\$ 140.00
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Total Services 29.1 hrs \$19,781.50

Other charges:

Total other charges .00

Total current charges 19,781.50

Prior balance due: .00

BALANCE DUE \$19,781.50

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Account Number: **3911-7003**

CHECKS:

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

Please identify your check or wire transfer with the following numbers:
Invoice No. 120501099
File No. 048081-0102

For professional services rendered through January 31, 2012
re: **Plan and Disclosure**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/01/12	MLW	2.80	EDIT AND REVISE DISCLOSURE STATEMENT MOTION (2.8)
01/02/12	JSA	.30	EMAILS WITH C. RECKLER AND M. WARREN REGARDING PLAN AND DISCLOSURE STATEMENT (0.3)
01/02/12	MLW	4.30	EDIT AND REVISE DISCLOSURE STATEMENT MOTION (4.3)
01/03/12	JSA	4.30	EDIT DISCLOSURE STATEMENT (4.3)
01/03/12	DSH	.90	UPDATE REGARDING PLAN STATUS AND PROGRESS (.90)
01/03/12	CAR	1.60	CALL WITH COMMITTEE RE PLAN TIMING (.1); CALL WITH WACHTELL RE PLAN TIMING (.2); REVIEW AND EDIT ORDER ON DISCLOSURE STATEMENT (1.3)
01/03/12	KKG	2.60	FIND AND CORRECT ERRORS ON PROOF OF CLAIM FORM (.3); REVIEW AND REVISE DISCLOSURE STATEMENT, MOTION, ORDER AND EXHIBITS (2.3)
01/03/12	MLW	1.20	REVIEW COMMENTS OF J. ATHANAS TO DISCLOSURE STATEMENT AND CONFERENCE WITH J. ATHANAS REGARDING SAME (.7); EDIT AND REVISE LIQUIDATING TRUST AGREEMENT (.5)
01/03/12	ACW	1.60	REVISE LIQUIDATING TRUST AGREEMENT BASED ON COMMENTS FROM J. ATHANAS (1.4); EMAILS WITH M. WARREN REGARDING REVISIONS TO

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/04/12	JSA	1.50	LIQUIDATING TRUST AGREEMENT (0.2) EMAILS WITH TEAM REGARDING DISCLOSURE STATEMENT (0.5); EDIT LIQUIDATING TRUST AGREEMENT (1.0)
01/04/12	JMK	4.20	REVIEW PLAN, DISCLOSURE STATEMENT AND LIQUIDATING TRUST AGREEMENT (4.2)
01/04/12	CAR	1.30	FOLLOW UP WITH WACHTELL REGARDING PLAN COMMENTS AND RELATED TIMING (.1); CALL WITH M. WARREN REGARDING ADMIN CLAIMS BAR DATE AND RELATED CONFIRMATION NOTICES (.3); REVIEW DISCLOSURE STATEMENT (.9)
01/04/12	KKG	6.80	REVIEW AND REVISE DISCLOSURE STATEMENT, MOTION AND ORDER FOR DISCLOSURE STATEMENT, AND PLAN (6.8)
01/04/12	MLW	5.40	EDIT AND REVISE DISCLOSURE STATEMENT AND DISCLOSURE STATEMENT MOTION (3.8); REVIEW LIQUIDATION ANALYSIS DRAFT AND CONFERENCE WITH ALVAREZ AND MARSAL REGARDING SAME (.8); EDIT AND REVISE DISCLOSURE STATEMENT ORDER (.8)
01/05/12	JSA	3.70	EDIT LIQUIDATING TRUST AGREEMENT (3.3); PHONE CALL WITH 2ND LIEN LENDER REGARDING PLAN (0.4)
01/05/12	JMK	1.70	TELEPHONE CONFERENCE WITH V. BARBOSA REGARDING TAX MATTERS (.2); MEET WITH V. BARBOSA AND M. WARREN REGARDING LIQUIDATING TRUST AND RELATED MATTERS (.8); DRAFT EMAIL TO ALVAREZ AND L&W PERSONNEL REGARDING INTERCOMPANY ACCOUNTS (.1); REVIEW PLAN, DISCLOSURE STATEMENT AND LIQUIDATING TRUST AGREEMENT (.6)
01/05/12	VCB	3.60	CONFER WITH M. WARREN REGARDING TIMING (0.1); CONFER WITH J. KRONSNOBLE REGARDING TAX MATTERS (0.2); CONFER WITH M. WARRANT AND J. KRONSNOBLE REGARDING SAME (0.8); DRAFT AND REVISE TAX DISCLOSURE (2.5)
01/05/12	KKG	4.20	REVIEW AND REVISE DISCLOSURE STATEMENT, MOTION, ORDER, AND EXHIBITS THEREOF (4.2)
01/05/12	MLW	3.80	CONFERENCE WITH V. BARBOSA AND J. KRONSNOBLE REGARDING DISCLOSURE STATEMENT (.8); EDIT AND REVISE DISCLOSURE STATEMENT REGARDING AVOIDANCE ACTION ANALYSIS (3.0)
01/05/12	ACW	.10	TELEPHONE CONFERENCE WITH V. BARBOSA REGARDING PLAN DOCUMENTS (0.1)
01/06/12	JSA	3.90	EDIT DISCLOSURE STATEMENT (2.0); EMAILS TO M. WARREN REGARDING EDITS TO SAME (0.3); EMAILS WITH FIRST LIEN LENDERS REGARDING PLAN EDITS (0.6); REVIEW SAME (1.0)
01/06/12	DSH	2.10	BRIEF REVIEW DRAFT LIQUIDATION ANALYSIS (.8); REVIEW LENDER MARK-UP OF PLAN (1.3)
01/06/12	JMK	3.70	REVIEW PLAN, DISCLOSURE STATEMENT AND LIQUIDATING TRUST AGREEMENT AND ANALYZE TAX MATTERS (2.4); REVIEW DRAFT TAX DISCLOSURE AND DRAFT REVISIONS TO SAME (1.3)

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/06/12	CAR	1.70	REVIEW WACHTELL PLAN COMMENTS (.9); FOLLOW UP WITH D. HELLER REGARDING QUESTIONS ABOUT WACHTELL PLAN COMMENTS (.2); REVIEW DISCLOSURE STATEMENT EDITS (.6)
01/06/12	VCB	2.40	CONFER WITH T. OKESSON REGARDING TAX DISCLOSURE PRECEDENT (0.3); DRAFT TAX DISCLOSURE AND REVIEW PLAN AND DISCLOSURE STATEMENT (2.1)
01/06/12	KKG	4.40	REVIEW AND REVISE DISCLOSURE STATEMENT, MOTION, ORDER, AND EXHIBITS THERETO (4.4)
01/06/12	TSO	.50	TELEPHONE CALL WITH V. BARBOSA REGARDING PRECEDENT FOR DISCLOSURE STATEMENT (0.2); REVIEW NOTES AND DISCLOSURE STATEMENT PRECEDENT (0.3)
01/06/12	MLW	5.10	EDIT AND REVISE DISCLOSURE STATEMENT REGARDING EXCLUDED ASSETS AND AVOIDANCE ACTIONS (3.4); CONFERENCE WITH ALVAREZ REGARDING DISCLOSURE STATEMENT PREPARATION (.6); REVIEW COMMENTS OF FIRST LIEN LENDERS TO PLAN OF LIQUIDATION (1.1)
01/09/12	JSA	3.80	EDIT LIQUIDATING TRUST AGREEMENT (2.0); EDIT DISCLOSURE STATEMENT (1.0); CONFERENCE CALL WITH LENDERS AND COMMITTEE REGARDING PLAN (0.8)
01/09/12	JMK	2.10	MEET WITH V. BARBOSA REGARDING TAX MATTERS (.2); TELEPHONE CONFERENCE WITH V. BARBOSA REGARDING TAX MATTERS (.2); REVIEW TAX DISCLOSURE AND DRAFT REVISIONS TO SAME (1.7)
01/09/12	CAR	1.80	PARTICIPATE IN CALL REGARDING PLAN COMMENTS WITH KEY CONSTITUENTS (.8); REVIEW WACHTELL COMMENTS (.6); REVIEW LIQUIDATING TRUST COMMENTS (.4)
01/09/12	VCB	5.40	CONFER WITH J. KRONSNOBLE REGARDING TAX MATTERS (0.4); REVISE TAX DISCLOSURE (5.0)
01/09/12	LRB	.40	REVIEW OF PLAN AND DISCLOSURE STATEMENT AND ANALYSIS OF ISSUES RELATED TO PRODUCT RETURNS (.40)
01/09/12	KKG	4.40	REVIEW AND REVISE PLAN, DISCLOSURE STATEMENT, MOTION, ORDER AND EXHIBITS THEREOF (4.4)
01/09/12	MLW	.60	EDIT AND REVISE DISCLOSURE STATEMENT MOTION AND CONFERENCE WITH K. GEORGE REGARDING REVISIONS (.6)
01/09/12	ACW	.80	TELECONFERENCE WITH COUNSEL FOR FIRST LIEN LENDERS, SECOND LIEN LENDERS, AND COMMITTEE AND J. ATHANAS, C. RECKLER, AND K. GEORGE REGARDING COMMENTS ON PLAN OF LIQUIDATION (0.8)
01/10/12	JSA	4.00	PHONE CALL WITH PWC REGARDING TAX TREATMENT UNDER THE PLAN (0.7); EDIT DISCLOSURE STATEMENT (2.0); EMAILS WITH 2ND LIEN LENDERS REGARDING PLAN (0.6); PHONE CALL WITH 2ND LIEN LENDERS REGARDING PLAN (0.7)
01/10/12	DSH	2.50	ATTENTION MODIFICATIONS (.9); CALL WITH J. ATHANAS REGARDING BOARD PRESENTATION (.2); PREPARE FOR CALL WITH BOARD (.8); CALL

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
			WITH BOARD REGARDING STATUS, NEXT STEPS (.6)
01/10/12	JMK	.70	TELEPHONE CONFERENCE WITH V. BARBOSA REGARDING TAX MATTERS (.2); TELEPHONE CONFERENCE WITH L&W, PWC, A&M AND GRACEWAY PERSONNEL REGARDING TAX MATTERS (.5)
01/10/12	VCB	4.30	CONFER WITH J. KRONSNOBLE REGARDING TAX MATTERS (0.2); CONFER WITH J. KRONSNOBLE AND PRICEWATERHOUSE COOPERS TAX TEAM REGARDING TAX MATTERS (0.6); REVIEW PLAN AND DISCLOSURE STATEMENT (3.5)
01/10/12	ABH	.10	REVIEW REVISED MEMORANDUM REGARDING INTERCREDITOR AGREEMENT (.10)
01/10/12	KKG	.90	REVISE LIQUIDATING TRUST AGREEMENT (.6); REVISE DISCLOSURE STATEMENT (.3)
01/10/12	ACW	2.10	EMAILS WITH T. ZAIDI REGARDING PLAN OF LIQUIDATION (0.1); TELECONFERENCE WITH BOARD OF DIRECTORS TO DISCUSS WIND DOWN AND PLAN OF LIQUIDATION (0.7); EMAILS WITH K. COYLE, C. RECKLER AND M. WARREN REGARDING MOTION TO EXTEND EXCLUSIVITY (0.2); TELECONFERENCE WITH COMPANY, PWC, J. ATHANAS, T. HILL, J. KRONSNOBLE, AND V. BARBOSA REGARDING TAX PORTION OF DISCLOSURE STATEMENT AND SUPPLEMENTAL RETENTION OF PWC (0.6); EMAILS WITH J. ATHANAS AND K. GEORGE REGARDING REVISIONS TO DISCLOSURE STATEMENT (0.2); EMAILS WITH K. GEORGE REGARDING REVISIONS TO LIQUIDATING TRUST AGREEMENT (0.3)
01/11/12	JSA	1.40	CONFERENCE CALL WITH A&M REGARDING LIQUIDATION ANALYSIS (1.0); EMAILS WITH COMMITTEE (0.2); AND 2ND LIEN LENDERS (0.2) REGARDING PLAN COMMENTS
01/11/12	CAR	2.20	PARTICIPATE IN CALL REGARDING LIQUIDATION ANALYSIS (1.1); REVIEW LIQUIDATION ANALYSIS (.8); FOLLOW UP WITH J. ATHANAS REGARDING LIQUIDATION ANALYSIS (.3)
01/11/12	KKG	2.70	COMPOSE EXCLUSIVITY EXTENSION MOTION (2.7)
01/11/12	MLW	1.40	REVIEW LIQUIDATION ANALYSIS AND CONFERENCE WITH ALVAREZ AND MARSAL REGARDING SAME (1.4)
01/11/12	ACW	1.10	TELEPHONE CONFERENCE REGARDING LIQUIDATION ANALYSIS (1.1)
01/12/12	JSA	1.50	EDIT LIQUIDATION ANALYSIS (1.0); PHONE CALL WITH A&M REGARDING SAME (0.5)
01/12/12	JMK	.60	TELEPHONE CONFERENCES WITH V. BARBOSA REGARDING TAX MATTERS (.60)
01/12/12	CAR	.70	PARTICIPATE IN CALL REGARDING RIGHTS OFFERING (.7)
01/12/12	VCB	.80	REVIEW PLAN AND DISCLOSURE STATEMENT (0.2); CONFER WITH J. KRONSNOBLE REGARDING TAX MATTERS (0.6)
01/12/12	MLW	1.20	REVIEW LIQUIDATION ANALYSIS REVISIONS AND CONFERENCE WITH ALVAREZ AND MARSAL REGARDING SAME (1.2)
01/12/12	ACW	.60	TELEPHONE CONFERENCE WITH J. ATHANAS, C.

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01/13/12	JSA	3.80	RECKLER, M. WARREN, J. SCHMALTZ, AND T. HILL REGARDING LIQUIDATION ANALYSIS (0.6)
			REVIEW 1ST LIEN LENDER PLAN COMMENTS (2.0);
			EDIT PLAN (1.5); EMAILS WITH COMMITTEE AND
			2ND LIEN LENDERS REGARDING PLAN
			COMMENTS (0.3)
01/13/12	JMK	1.60	TELEPHONE CONFERENCE WITH L&W, PWC AND
			GRACEWAY PERSONNEL REGARDING TAX
			MATTERS (.7); REVIEW PLAN, DISCLOSURE
			STATEMENT AND LIQUIDATING TRUST
			AGREEMENT (.9)
01/13/12	CAR	2.40	REVIEW COMMENTS TO PLAN (2.4)
01/13/12	VCB	.70	CONFER WITH J. ATHANAS, M. WARREN, J.
			KRONSNOBLE, ALVAREZ AND MARSAL TEAM,
			CLIENT TEAM AND PRICEWATERHOUSE COOPERS
			TEAM REGARDING TAX MATTERS (.70)
01/13/12	MLW	1.60	REVIEW COMMENTS OF COMMITTEE AND
			SECOND LIEN LENDERS TO PLAN OF
			LIQUIDATION (1.6)
01/13/12	ACW	.80	TELECONFERENCE WITH PWC, A&M, GRACEWAY
			AND LATHAM TEAMS REGARDING TAX ISSUES
			RELATED TO PLAN (0.8)
01/15/12	JSA	4.30	REVIEW COMMITTEE AND 2ND LIEN PLAN
			COMMENTS (1.3); EDIT PLAN (3.0)
01/15/12	DSH	1.50	ATTENTION SERIES OF COMMENTS (1.0) AND
			OPEN ISSUES LIST (.5)
01/15/12	CAR	.80	REVIEW PLAN OPEN ISSUES SUMMARY (.8)
01/15/12	MLW	2.10	REVIEW MARKUP TO PLAN OF LIQUIDATION
			PROVIDED BY SECOND LIEN LENDERS AND
			COMMITTEE (2.1)
01/16/12	JSA	6.00	EDIT PLAN (5.0); CONFERENCE CALL WITH 1ST
			LIEN LENDERS, 2ND LIEN LENDERS AND
			COMMITTEE REGARDING PLAN (1.0)
01/16/12	DSH	1.70	FOLLOW UP REGARDING PLAN ISSUES (1.2) AND
			PLAN CALL (.5)
01/16/12	CAR	.90	PREPARE FOR AND PARTICIPATE IN CALL
			REGARDING PLAN OPEN ISSUES (.9)
01/16/12	KKG	2.50	WRITE SUMMARY OF DEBTORS CALL WITH
			CREDITORS REGARDING PLAN CHANGES (2.5)
01/16/12	MLW	2.00	CONFERENCE WITH COMMITTEE, FIRST LIENS
			AND SECOND LIENS REGARDING PLAN OF
			LIQUIDATION AND DRAFT EMAIL REGARDING
			SAME (2.0)
01/16/12	ACW	1.20	EMAILS WITH M. WARREN AND K. GEORGE
			REGARDING REVISIONS TO PLAN DOCUMENTS
			(0.4); REVISE LIQUIDATING TRUST AGREEMENT
			BASED ON COMMENTS FROM J. ATHANAS (0.8)
01/17/12	JSA	4.50	EDIT PLAN (4.0); EDIT LIQUIDATING TRUST
			AGREEMENT (0.5)
01/17/12	KKG	7.30	UPDATE DISCLOSURE STATEMENT, MOTION, AND
			ORDER WITH PLAN CHANGES (7.3)
01/17/12	MLW	2.40	REVIEW REVISIONS TO PLAN AND DISCLOSURE
			STATEMENT (2.4)
01/17/12	ACW	2.20	EMAILS WITH J. ATHANAS, C. RECKLER, M.
			WARREN AND K. GEORGE REGARDING
			REVISIONS TO PLAN DOCUMENTS (0.4);
			TELEPHONE CONFERENCE WITH K. GEORGE
			REGARDING REVISING LIQUIDATING TRUST

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01/18/12	JSA	1.30	AGREEMENT (0.1); REVISE LIQUIDATING TRUST AGREEMENT (1.7)
01/18/12	KKG	7.90	PHONE CALL WITH M. WARREN REGARDING DISCLOSURE STATEMENT (0.3); EDIT PLAN (0.5); PHONE CALL WITH TEAM REGARDING LTA (0.5)
01/18/12	MLW	6.60	REVIEW AND REVISE PLAN, LIQUIDATING TRUST AGREEMENT, DISCLOSURE STATEMENT, AND EXHIBITS AND ATTACHMENTS THERETO (7.9)
01/18/12	ACW	3.30	EDIT AND REVISE DISCLOSURE STATEMENT TO CONFORM WITH REVISED PLAN OF LIQUIDATION (3.2); EDIT AND REVISE LIQUIDATING TRUST AGREEMENT TO CONFORM WITH REVISED PLAN OF LIQUIDATION AND AGREEMENTS RELATING THERETO (3.4)
01/19/12	JSA	7.10	TELEPHONE CONFERENCES WITH K. GEORGE REGARDING REVISIONS TO LIQUIDATING TRUST AGREEMENT (0.4); EMAILS WITH M. WARREN AND C. RECKLER REGARDING EXCLUSIVITY EXTENSION MOTION AND UPCOMING FILINGS (0.2); REVISE AND EDIT LIQUIDATING TRUST AGREEMENT (2.0); TELEPHONE CONFERENCE WITH M. WARREN, C. RECKLER, AND J. ATHANAS REGARDING REVISIONS TO LIQUIDATING TRUST AGREEMENT (0.2); TELEPHONE CONFERENCES WITH M. WARREN REGARDING REVISIONS TO LIQUIDATING TRUST AGREEMENT (0.5)
01/19/12	JMK	3.90	CONFERENCE CALL WITH COMMITTEE AND 2ND LIEN LENDERS REGARDING RESERVE ACCOUNTS IN PLAN (1.3); EDIT DISCLOSURE STATEMENT (3.0); EDIT LTA (2.0); EDIT PLAN (0.8)
01/19/12	CAR	1.30	REVIEW PLAN, DISCLOSURE STATEMENT AND LIQUIDATING TRUST AGREEMENT, DRAFT REVISIONS TO SAME AND ANALYZE TAX ISSUES IN CONNECTION WITH SAME (2.8); MEETINGS WITH L&W PERSONNEL REGARDING SAME (1.1)
01/19/12	CAR	2.60	PREPARE FOR AND PARTICIPATE IN CALL REGARDING GRACEWAY PLAN (1.3)
01/19/12	VCB	2.30	REVIEW AND EDIT EXCLUSIVITY EXTENSION MOTION (2.6)
01/19/12	KKG	3.10	CONFER WITH J. KRONSNOBLE AND M. WARREN REGARDING DISCLOSURE STATEMENT AND LIQUIDATING TRUST AGREEMENT (1.1); REVISE SAME (1.2)
01/19/12	MLW	8.80	REVIEW AND REVISE PLAN, DISCLOSURE STATEMENT, MOTION, ORDER, AND EXHIBITS THERETO (3.1)
			CONFERENCE CALL WITH COMMITTEE PROFESSIONALS AND SECOND LIEN PROFESSIONALS REGARDING PLAN OF LIQUIDATION (1.2); EDIT AND REVISE DISCLOSURE STATEMENT REGARDING TAX SECTIONS AND CONFERENCE WITH V BARBOSA AND J KRONSNOBLE REGARDING SAME (2.0); CONFERENCE WITH J. SCHMALTZ REGARDING LIQUIDATION ANALYSIS AND CHART FOR DISCLOSURE STATEMENT AND EDIT AND REVISE DISCLOSURE STATEMENT REGARDING SAME (2.1); EDIT AND REVISE DISCLOSURE STATEMENT

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/19/12	MLW	.80	MOTION, DISCLOSURE STATEMENT ORDER AND RELATED EXHIBITS THERETO (3.5)
01/19/12	ACW	4.40	EDIT AND REVISE MOTION TO EXTEND EXCLUSIVITY PERIOD (.8) REVISE AND EDIT EXCLUSIVITY EXTENSION MOTION (1.4); REVISE EXCLUSIVITY EXTENSION MOTION BASED ON COMMENTS FROM M. WARREN (0.6); EMAILS WITH J. ATHANAS, C. RECKLER AND M. WARREN REGARDING EXCLUSIVITY EXTENSION MOTION (0.3); REVISE LIQUIDATING TRUST AGREEMENT BASED ON COMMENTS FROM J. ATHANAS (1.1); TELEPHONE CONFERENCES WITH M. WARREN AND K. GEORGE REGARDING COMMENTS ON LIQUIDATING TRUST AGREEMENT FROM TAX ATTORNEYS (0.2); EMAILS WITH J. ATHANAS, M. WARREN AND K. GEORGE REGARDING REVISIONS TO DISCLOSURE STATEMENT AND LIQUIDATING TRUST AGREEMENT (0.3); DRAFT EXHIBIT B TO DISCLOSURE STATEMENT (0.3); TELEPHONE CONFERENCE WITH K. GEORGE REGARDING REVISIONS TO DISCLOSURE STATEMENT (0.2)
01/20/12	JSA	1.10	CONFERENCE CALL WITH A&M REGARDING DISCLOSURE STATEMENT (0.5); EMAILS WITH CLIENT REGARDING PLAN AND DISCLOSURE STATEMENT (0.6)
01/20/12	DSH	1.10	UPDATE WITH J. ATHANAS REGARDING PLAN (.2); REVIEW REVISED PLAN (.9)
01/20/12	CAR	1.20	PREPARE FOR AND PARTICIPATE IN CALL REGARDING PLAN AND ADMINISTRATIVE CLAIMS ISSUES (1.2)
01/20/12	KKG	2.80	DRAFT REQUESTED REFERENCE DOCUMENT FOR CLIENT (2.8)
01/20/12	MLW	3.20	EDIT AND REVISE DISCLOSURE STATEMENT (1.2); FINALIZE DISCLOSURE STATEMENT AND LIQUIDATING TRUST AGREEMENT FOR CLIENT REVIEW AND DRAFT EMAIL TO CLIENT REGARDING SAME (2.0)
01/20/12	ACW	.40	TELEPHONE CONFERENCE WITH T. HILL, J. SCHMALTZ, K. GEORGE, J. ATHANAS, M. WARREN AND C. RECKLER REGARDING LIQUIDATION ANALYSIS AND DISCLOSURE STATEMENT (0.4)
01/23/12	JSA	5.30	PHONE CALL WITH J. BELLAMY REGARDING PLAN AND DISCLOSURE STATEMENT (0.5); EDIT PLAN (1.5); EDIT DISCLOSURE STATEMENT (2.5); EMAILS WITH CREDITORS REGARDING SAME (0.3); CONFERENCE CALL WITH LIQUIDATING TRUSTEE REGARDING PLAN AND LTA (0.5)
01/23/12	JMK	1.00	REVIEW PLAN, DISCLOSURE STATEMENT AND LIQUIDATING TRUST AGREEMENT (1.0)
01/23/12	CAR	5.20	CALL WITH J. BJORK REGARDING PLAN ISSUES (.3) AND CALL WITH K. HORTON REGARDING LIQUIDATING TRUSTEE ISSUES (.4); PREPARE FOR AND PARTICIPATE IN CALL REGARDING PLAN DOCUMENTS WITH CLIENT (1.1); REVIEW AND EDIT DISCLOSURE STATEMENT MOTION AND DISCLOSURE STATEMENT DOCUMENTS (3.4)

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/23/12	LRB	.90	INITIAL REVIEW OF DRAFT PLAN AND DISCLOSURE STATEMENT AND EXHIBITS (0.4); ANALYSIS WITH RESPECT TO PRIORITY TAX CLAIMS, ONGOING LIABILITIES, AND PRODUCT RETURN ISSUES (0.5)
01/23/12	SEB	.30	PREPARE AND CIRCULATE TIMELINE OF PLAN AND DISCLOSURE STATEMENT PROCESS (.3)
01/23/12	KKG	4.80	REVIEW AND REVISE PLAN, DISCLOSURE STATEMENT, MOTION, ORDER AND EXHIBITS THEREOF (4.8)
01/23/12	MLW	8.60	EDIT AND REVISE DISCLOSURE STATEMENT TO INCORPORATE COMMENTS OF J. BELLAMY (1.4); CONFERENCE CALL WITH COMPANY TEAM REGARDING DISCLOSURE STATEMENT AND LIQUIDATING TRUST AGREEMENT (1.5); EDIT AND REVISE DISCLOSURE STATEMENT MOTION, DISCLOSURE STATEMENT ORDER, AND EXHIBITS RELATING THERETO AND PREPARE FOR FILING (4.4); CONFERENCE WITH J. BJORK REGARDING PLAN OF LIQUIDATION (.4); CONFERENCE CALL WITH K. HORTON REGARDING LIQUIDATING TRUSTEE ROLE (.3); CONFERENCE CALL WITH S BARR AND BMC REGARDING DEADLINES AND SERVICE SCHEDULES FOR PLAN AND DISCLOSURE STATEMENT (.6);
01/23/12	ACW	3.60	REVISE EXCLUSIVITY EXTENSION MOTION BASED ON COMMENTS FROM C. RECKLER (1.1); TELEPHONE CONFERENCE WITH COMPANY, M. WARREN, J. ATHANAS, C. RECKLER, AND K. GEORGE REGARDING DRAFT PLAN OF LIQUIDATION AND RELATED DOCUMENTS (1.0); TELEPHONE CONFERENCE WITH M. WARREN REGARDING EXCLUSIVITY EXTENSION MOTION (0.1); REVISE EXCLUSIVITY EXTENSION MOTION TO REFLECT 1/35/12 PLAN FILING DATE (0.9); REVIEW REVISIONS TO PLAN AND DISCLOSURE STATEMENT BASED ON COMMENTS FROM CLIENT (0.3); EMAILS WITH C. RECKLER REGARDING EXCLUSIVITY EXTENSION MOTION (0.2)
01/24/12	JSA	13.90	REVIEW FIRST LIEN LENDER PLAN COMMENTS (1.3); DRAFT ISSUES LIST FOR ALL HANDS PLAN CALL (1.0); EMAILS WITH FIRST LIEN LENDERS REGARDING PLAN (0.6); EMAILS WITH SECOND LIEN LENDERS REGARDING PLAN (0.5); MEETING WITH D. HELLER REGARDING PLAN (0.5); EDIT PLAN (9.0); CONFERENCE CALL WITH LENDERS AND COMMITTEE REGARDING PLAN (1.0)
01/24/12	DSH	2.60	REVIEW EMAILS (.3) AND SUBSTANTIVE ISSUES REGARDING OPEN PLAN ITEMS (1.8); WORK ON OTHER "SECURED" CLAIMS ISSUES (.5)
01/24/12	DSH	.70	REVIEW LATEST DRAFTS OF PLAN AND COMMENTS (.70)
01/24/12	CAR	1.20	REVIEW AND EDIT EXCLUSIVITY MOTION (1.2)
01/24/12	CAR	4.90	REVIEW ADDITIONAL PLAN COMMENTS (1.3); REVIEW CORRESPONDENCE WITH FIRST LIEN LENDERS REGARDING PLAN ISSUES (.8); REVIEW AND EDIT DISCLOSURE STATEMENT MOTION (2.8)

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/24/12	CAR	.80	REVIEW AND EDIT EXCLUSIVITY MOTION (.8)
01/24/12	VCB	1.00	REVIEW DISCLOSURE STATEMENT PRECEDENT (.50); REVIEW DISCLOSURE STATEMENT WITH RESPECT TO TAX MATTERS (.50)
01/24/12	KKG	4.00	REVIEW AND REVISE PLAN, DISCLOSURE STATEMENT, MOTION, ORDER, AND EXHIBITS THEREOF IN ACCORDANCE WITH CREDITORS CHANGES (4.0)
01/24/12	MLW	7.50	EDIT AND REVISE DISCLOSURE STATEMENT MOTION (2.6); EDIT AND REVISE EXHIBITS TO DISCLOSURE STATEMENT ORDER (2.4); EDIT AND REVISE DISCLOSURE STATEMENT AND LIQUIDATING TRUST AGREEMENT TO INCORPORATE COMMENTS OF J. ATHANAS AND SECOND LIEN LENDERS (2.5)
01/24/12	ACW	4.90	TELECONFERENCE WITH COUNSEL FOR COMMITTEE, FIRST LIEN LENDERS, SECOND LIEN LENDERS, J. ATHANAS, M. WARREN, AND K. GEORGE REGARDING REVISIONS TO PLAN (0.8); REVISE LIQUIDATING TRUST AGREEMENT BASED ON REVISIONS TO PLAN AND COMMENTS FROM M. WARREN (3.9); EMAILS WITH J. ATHANAS, C. RECKLER, AND M. WARREN REGARDING REVISIONS TO EXCLUSIVITY MOTION (0.2)
01/24/12	ECA	2.30	ASSIST V. BARBOSA WITH RESEARCH REGARDING LIQUIDATING TRUST AND THE ESTABLISHMENT OF A DISPUTED CLAIMS RESERVE (2.3)
01/25/12	JSA	6.30	EDIT DISCLOSURE STATEMENT (3.8); EDIT LIQUIDATING TRUST AGREEMENT (2.0); CONFERENCE CALL WITH BOARD REGARDING PLAN APPROVAL (0.5)
01/25/12	DSH	3.20	REVIEW OF TO BE FILED PLAN (1.1); REVIEW OPEN/TO BE NEGOTIATED ITEMS (.8); REVIEW RELATED DISCLOSURE STATEMENT AND EXHIBITS (1.3)
01/25/12	JMK	.20	REVIEW TAX DISCLOSURE PRECEDENT REGARDING DISPUTED CLAIMS RESERVE (.20)
01/25/12	CAR	4.50	REVIEW AND EDIT DISCLOSURE STATEMENT AND LIQUIDATING TRUST AGREEMENT (3.6) AND FOLLOW UP ON PLAN FILING ISSUES (.4); PREPARE FOR AND PARTICIPATE IN BOARD MEETING RE PLAN FILING (.5)
01/25/12	SEB	2.70	REVIEW, EDIT AND FINALIZE MOTION TO APPROVE DISCLOSURE STATEMENT AND SOLICITATION PROCEDURES AND ALL RELATED EXHIBITS (2.7)
01/25/12	MLW	8.50	FINALIZE PLAN AND DISCLOSURE STATEMENT AND PREPARE FOR FILING (3.5); REVIEW AND FINALIZE DISCLOSURE STATEMENT, DISCLOSURE STATEMENT ORDER AND ALL RELATED EXHIBITS AND PREPARE FOR FILING (5.0)
01/25/12	ACW	4.60	REVISE AND EDIT MOTION TO EXTEND EXCLUSIVITY BASED ON COMMENTS FROM J. ATHANAS (0.2); EMAILS WITH J. BELLAMY, J. BOWLES, AND T. ZAIDI REGARDING MOTION TO EXTEND EXCLUSIVITY (0.2); TELEPHONE CONFERENCE WITH J. BELLAMY, J. BOWLES AND

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
			T. ZAIDI REGARDING EXCLUSIVITY EXTENSION MOTION (0.3); REVISE MOTION TO EXTEND EXCLUSIVITY BASED ON COMMENTS FROM J. BELLAMY AND T. ZAIDI (1.2); TELEPHONE CONFERENCE WITH M. WARREN REGARDING REVISIONS TO LIQUIDATING TRUST AGREEMENT (0.1); PROOFREAD AND REVISE PLAN, DISCLOSURE STATEMENT AND RELATED DOCUMENTS IN PREPARATION FOR FILING (2.5); TELEPHONE CONFERENCE WITH H. MILLER REGARDING CASE CITATION (0.1)
01/26/12	JMK	.10	TELEPHONE CONFERENCE WITH V. BARBOSA REGARDING TAX MATTERS (.10)
01/26/12	VCB	.10	CONFER WITH J. KRONSNOBLE REGARDING TAX MATTERS (.10)
01/26/12	LRB	.30	ANALYSIS AND REVIEW OF PLAN ISSUES REGARDING PRIORITY TAX CLAIMS (0.3)
01/26/12	ACW	.20	EMAILS WITH C. RECKLER, M. WARREN, AND K. COYLE REGARDING FILING OF EXCLUSIVITY EXTENSION MOTION (0.2)
01/29/12	JSA	.60	EMAILS WITH D. HELLER REGARDING PLAN (0.3); EMAILS WITH A&M REGARDING LIQUIDATING ANALYSIS (0.3)
01/30/12	DSH	.40	FURTHER WORK ON DRAFTS, OPEN ISSUES (.40)
01/31/12	DSH	1.10	REVIEW WCR COMMENTS ON FILED PLAN MATERIALS (1.10)

Attorney Hours:

A B HUTCHINSON	(ASSOCIATE, SR.)	.10 hrs @	\$675.00 /hr.	\$ 67.50
D S HELLER	(PARTNER)	17.80 hrs @	1110.00 /hr.	\$19,758.00
J M KRONSNOBLE	(PARTNER)	19.80 hrs @	1005.00 /hr.	\$19,899.00
J S ATHANAS	(PARTNER)	78.60 hrs @	\$945.00 /hr.	\$74,277.00
C A RECKLER	(PARTNER)	35.10 hrs @	\$895.00 /hr.	\$31,414.50
V C BARBOSA	(ASSOCIATE, SR.)	20.60 hrs @	\$725.00 /hr.	\$14,935.00
S E BARR	(ASSOCIATE)	3.00 hrs @	\$625.00 /hr.	\$1,875.00
M L WARREN	(ASSOCIATE)	77.90 hrs @	\$625.00 /hr.	\$48,687.50
L R BAILEY	(ASSOCIATE)	1.60 hrs @	\$625.00 /hr.	\$1,000.00
T S OKESSON	(ASSOCIATE)	.50 hrs @	\$625.00 /hr.	\$ 312.50
A C WEIS	(ASSOCIATE)	31.90 hrs @	\$595.00 /hr.	\$18,980.50
K K GEORGE	(ASSOCIATE)	58.40 hrs @	\$465.00 /hr.	\$27,156.00

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Paralegal Hours:

E C ARNOLD (PARALEGAL) 2.30 hrs @ \$350.00 /hr. \$ 805.00

Total Services 347.6 hrs \$259,167.50

Other charges:

Total other charges .00

Total current charges 259,167.50

Prior balance due: .00

BALANCE DUE \$259,167.50

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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Chicago, Illinois 60606
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www.lw.com

LATHAM & WATKINS LLP

INVOICE

January 31, 2012

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

Tax Identification No: 95-2018373

REMITTANCE INSTRUCTIONS

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

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

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

Invoice No. 120501100

File No. 048081-0103

For professional services rendered through January 31, 2012

re: **Financing/Cash Collateral**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/02/12	JSA	.30	EMAILS WITH C. RECKLER AND M. WARREN REGARDING BUDGET AMENDMENT (0.3)
01/02/12	CAR	.90	FOLLOW UP WITH J. SCHMALTZ REGARDING BUDGET ISSUES (.1); AND REVIEW AMENDMENT TO CASH COLLATERAL AGREEMENT AND NOTICE OF FILING (.8)
01/02/12	MLW	2.40	EDIT AND REVISE AMENDMENT TO DIP ORDER AND NOTICE THEREOF (2.4)
01/03/12	JSA	.30	REVIEW BUDGET (0.3)
01/03/12	CAR	.20	MEETING WITH M. WARREN REGARDING BUDGET AMENDMENT (.2)
01/03/12	MLW	.90	EDIT AND REVISE AMENDMENT TO DIP ORDER AND NOTICE THEREOF (.9)
01/04/12	JSA	.60	EMAILS WITH TEAM REGARDING REVISED BUDGET (0.6)
01/04/12	CAR	.20	FOLLOW UP WITH WACHTELL REGARDING AMENDMENT STATUS (.2)
01/06/12	ZAJ	.20	TELEPHONE CONFERENCE WITH M. WARREN REGARDING CONTRACT INTERPRETATION (.20)
01/06/12	CAR	.30	REVIEW FINAL AMENDMENT NO. 2 TO DIP (.30)
01/06/12	MLW	.60	EDIT AND REVISE DIP AMENDMENT AND PREPARE FOR FILING (.6)
01/09/12	NAW	.90	REVIEW AND MARK-UP MEMO ON CANADIAN DISTRIBUTION (.90)
01/10/12	LS	.30	DISCUSSION WITH N. WEISS REGARDING OPINION ISSUES (.30)

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CH\1340394.1

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/10/12	NAW	1.30	ANALYZE ISSUE REGARDING SECOND LIEN RELEASE OF COLLATERAL (0.5); REVIEW MEMO REGARDING SAME (0.5); DISCUSS SAME WITH B. KOTLER AND C. RECKLER AND L. SAFRAN (0.3)
01/13/12	NAW	.20	ATTENTION TO PAID-UP CAPITAL ISSUE FOR CANADIAN SUBSIDIARY (.20)

Attorney Hours:

J S ATHANAS	(PARTNER)	1.20 hrs @	\$945.00 /hr.	\$1,134.00
C A RECKLER	(PARTNER)	1.60 hrs @	\$895.00 /hr.	\$1,432.00
N A WEISS	(PARTNER)	2.40 hrs @	\$895.00 /hr.	\$2,148.00
L I SAFRAN	(PARTNER)	.30 hrs @	1055.00 /hr.	\$ 316.50
Z A JUDD	(PARTNER)	.20 hrs @	\$840.00 /hr.	\$ 168.00
M L WARREN	(ASSOCIATE)	3.90 hrs @	\$625.00 /hr.	\$2,437.50

Paralegal Hours:

Total Services	9.6 hrs	\$7,636.00
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Other charges:

Total other charges	.00
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Total current charges	<u>7,636.00</u>
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Prior balance due:	.00
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BALANCE DUE	<u>\$7,636.00</u>
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January 31, 2012

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

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re: **Financing/Cash Collateral**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/02/12	JSA	.30	EMAILS WITH C. RECKLER AND M. WARREN REGARDING BUDGET AMENDMENT (0.3)
01/02/12	CAR	.90	FOLLOW UP WITH J. SCHMALTZ REGARDING BUDGET ISSUES (.1); AND REVIEW AMENDMENT TO CASH COLLATERAL AGREEMENT AND NOTICE OF FILING (.8)
01/02/12	MLW	2.40	EDIT AND REVISE AMENDMENT TO DIP ORDER AND NOTICE THEREOF (2.4)
01/03/12	JSA	.30	REVIEW BUDGET (0.3)
01/03/12	CAR	.20	MEETING WITH M. WARREN REGARDING BUDGET AMENDMENT (.2)
01/03/12	MLW	.90	EDIT AND REVISE AMENDMENT TO DIP ORDER AND NOTICE THEREOF (.9)
01/04/12	JSA	.60	EMAILS WITH TEAM REGARDING REVISED BUDGET (0.6)
01/04/12	CAR	.20	FOLLOW UP WITH WACHTELL REGARDING AMENDMENT STATUS (.2)
01/06/12	ZAJ	.20	TELEPHONE CONFERENCE WITH M. WARREN REGARDING CONTRACT INTERPRETATION (.20)
01/06/12	CAR	.30	REVIEW FINAL AMENDMENT NO. 2 TO DIP (.30)
01/06/12	MLW	.60	EDIT AND REVISE DIP AMENDMENT AND PREPARE FOR FILING (.6)
01/09/12	NAW	.90	REVIEW AND MARK-UP MEMO ON CANADIAN DISTRIBUTION (.90)
01/10/12	LS	.30	DISCUSSION WITH N. WEISS REGARDING OPINION ISSUES (.30)

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CH\1340394.1

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/10/12	NAW	1.30	ANALYZE ISSUE REGARDING SECOND LIEN RELEASE OF COLLATERAL (0.5); REVIEW MEMO REGARDING SAME (0.5); DISCUSS SAME WITH B. KOTLER AND C. RECKLER AND L. SAFRAN (0.3)
01/13/12	NAW	.20	ATTENTION TO PAID-UP CAPITAL ISSUE FOR CANADIAN SUBSIDIARY (.20)

Attorney Hours:

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C A RECKLER	(PARTNER)	1.60 hrs @	\$895.00 /hr.	\$1,432.00
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M L WARREN	(ASSOCIATE)	3.90 hrs @	\$625.00 /hr.	\$2,437.50

Paralegal Hours:

Total Services	9.6 hrs	\$7,636.00
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Other charges:

Total other charges	.00
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Total current charges	<u>7,636.00</u>
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Prior balance due:	.00
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BALANCE DUE	<u>\$7,636.00</u>
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Account Number: **3911-7003**

CHECKS:

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

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Invoice No. 120501101

File No. 048081-0104

For professional services rendered through January 31, 2012

re: **Claims Analysis and Objections**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/03/12	CAR	.50	FOLLOW UP WITH J. ATHANAS AND M. WARREN ON CLAIMS ISSUES (.2); REVIEW NOTICE OF SATISFACTION (.3)
01/04/12	MLW	.60	EDIT AND REVISE NOTICE OF SATISFACTION (.6)
01/04/12	ACW	2.30	DRAFT NOTICE OF SATISFACTION (1.6); EMAILS WITH S. ORDAZ REGARDING INFORMATION FOR NOTICE OF SATISFACTION (0.2); REVISE NOTICE OF SATISFACTION BASED ON COMMENTS FROM M. WARREN (0.3); EMAILS WITH M. WARREN AND J. EHRENHOFER REGARDING EXHIBIT FOR NOTICE OF SATISFACTION (0.2)
01/05/12	JSA	1.50	REVIEW CVS CLAIM (0.5); MEETING WITH M. WARREN REGARDING WHOLESALER CLAIMS (0.5); MEETING WITH C. RECKLER REGARDING CLAIMS (0.5)
01/05/12	CAR	1.40	INTERNAL MEETING REGARDING CLAIMS PROCESS AND NEXT STEPS (.4); REVIEW CVS CLAIM (.4); REVIEW LIST OF ENTITIES TO RECEIVE PREFERENCE DEMAND LETTERS (.6)
01/05/12	MLW	2.50	CONFERENCE CALL WITH WHOLESALERS REGARDING POTENTIAL SETTLEMENT OF WHOLESALER CLAIMS (1.6); REVIEW CLAIMS FILED BY CVS AND DRAFT EMAIL REGARDING SAME (.4); REVIEW DEMAND LETTER RELATING TO CLAIM REQUEST (.2); CONFERENCE WITH J. SCHMALTZ REGARDING DEMAND LETTER (.3)

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/05/12	ACW	.90	TELECONFERENCE WITH J. ATHANAS, C. RECKLER, AND M. WARREN REGARDING CLAIMS RECONCILIATION (0.5); EMAILS WITH J. SCHMALTZ AND M. MILLER REGARDING UNSECURED METAPHOR CLAIM (0.2); EMAILS WITH J. SCHMALTZ, J. EHRENHOFER AND M. WARREN REGARDING CLAIMS REGISTER AND METAPHOR CLAIM (0.2)
01/06/12	ACW	.60	EMAILS WITH M. WARREN, J. EHRENHOFER AND J. SCHMALTZ REGARDING METAPHOR UNSECURED CLAIM (0.3); EMAILS WITH BMC REGARDING METAPHOR UNSECURED CLAIM (0.2); EMAILS WITH M. WARREN AND J. EHRENHOFER REGARDING NOTICE OF SATISFACTION (0.1)
01/09/12	LRB	3.10	EMAILS REGARDING, PREPARATION FOR AND PARTICIPATION IN TELECONFERENCE WITH M. WARREN AND A. WEIS REGARDING CLAIMS ANALYSIS AND OBJECTIONS (0.9); EMAILS WITH BMC AND REGISTRATION ON CLAIMS REGISTRY (0.6); DOWNLOAD AND INITIAL REVIEW OF PROOFS OF CLAIM (1.6)
01/09/12	MLW	.80	REVIEW CLAIM SUMMARY AND CONFERENCE WITH A. WEIS AND L. BAILEY REGARDING CLAIM REVIEW (.8)
01/09/12	ACW	1.20	TELEPHONE CONFERENCE WITH M. WARREN AND L. BAILEY REGARDING REVIEW OF FILED CLAIMS (0.4) EMAILS WITH J. ATHANAS AND C. RECKLER REGARDING NOTICE OF SATISFACTION (0.2); EMAILS WITH K. GEORGE AND M. WARREN REGARDING FIRST OMNIBUS CLAIMS OBJECTION (0.2); EMAILS WITH J. BELLAMY, J. BOWLES, AND T. ZAIDI REGARDING NOTICE OF SATISFACTION (0.2); EMAILS WITH BMC REGARDING SERVICE OF NOTICE OF SATISFACTION (0.2)
01/10/12	LRB	3.40	EMAILS TO R. PEREZ AND COORDINATION OF PROOF OF CLAIMS PRINT-JOB WITH MAIL CENTRE (0.6); REVIEW AND ANALYSIS OF PROOFS OF CLAIM (1.2); ANALYSIS OF CONTRACTS RELATED TO POCs AND DRAFT SUMMARY OF KEY ISSUES (1.6)
01/10/12	ACW	1.70	TELEPHONE CONFERENCES WITH K. GEORGE REGARDING EXHIBIT TO NOTICE OF SATISFACTION (0.3); EMAILS WITH J. EHRENHOFER REGARDING OMNIBUS CLAIMS OBJECTION (0.2); TELEPHONE CONFERENCE WITH K. GEORGE AND J. EHRENHOFER REGARDING OMNIBUS CLAIMS OBJECTION (0.3); TELECONFERENCE WITH V. BARBOSA REGARDING CURRENT DRAFTS OF PLAN AND DISCLOSURE STATEMENT (0.1); EMAILS WITH V. BARBOSA REGARDING CURRENT DRAFTS OF PLAN AND DISCLOSURE STATEMENT (0.2); EMAILS WITH K. GEORGE AND M. WARREN REGARDING FIRST OMNIBUS CLAIMS OBJECTION (0.3); EMAILS WITH J. ATHANAS, C. RECKLER AND M. WARREN REGARDING METAPHOR UNSECURED CLAIM (0.2); TELEPHONE CONFERENCE WITH K. COYLE REGARDING NOTICE OF SATISFACTION

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/11/12	LRB	4.60	AND NOTICE OF INCREASED RATES (0.1) EMAILS TO A. WEIS AND M. WARREN REGARDING POC ISSUES AND POSSIBLE TELECONFERENCE (0.4); TELECONFERENCE WITH M. WARREN AND A. WEIS REGARDING POC ISSUES AND DRAFT SUMMARY OF KEY POINTS IMMEDIATELY FOLLOWING (0.9); FURTHER ANALYSIS AND REVIEW OF POCS AND DRAFT SUMMARY OF ISSUES FOR FOLLOW-UP (1.6); REVIEW OF RELEVANT CONTRACTS RELATED TO POCS (1.1); DRAFT SUMMARY EMAIL TO A. WEIS AND M. WARREN REGARDING POC ISSUES (0.6)
01/11/12	MLW	2.90	REVIEW PROOFS OF CLAIM FILED (1.4); CONFERENCE WITH A. WEIS AND L. BAILEY REGARDING PROOF OF CLAIM REVIEW AND DRAFT EMAIL REGARDING SAME (1.1); REVIEW AND EDIT FIRST OMNIBUS CLAIM OBJECTION (.4)
01/11/12	ACW	4.40	REVISE AND EDIT FIRST OMNIBUS CLAIMS OBJECTION (0.8); EMAILS WITH M. WARREN AND K. GEORGE REGARDING FIRST OMNIBUS CLAIMS OBJECTION (0.3); REVIEW PROOFS OF CLAIM (1.5); TELEPHONE CONFERENCE WITH M. WARREN AND L. BAILEY REGARDING REVIEW OF PROOF OF CLAIMS (0.8); EMAILS WITH T. HILL REGARDING FIRST OMNIBUS CLAIMS OBJECTION (0.2); DRAFT ANALYSIS REGARDING REVIEW OF PROOFS OF CLAIM (0.8)
01/12/12	JSA	1.50	REVIEW CLAIMS (1.5)
01/12/12	LRB	.70	ANALYSIS OF DRAFT SUMMARY OF POCS BY M. WARREN AND EMAIL TO M. WARREN AND A. WEIS REGARDING CARDINAL POC AND ONGOING ISSUES (0.7)
01/12/12	MLW	3.70	REVIEW PROOFS OF CLAIM FILED AND DRAFT EMAIL SUMMARY OF SAME (3.7)
01/12/12	ACW	.70	EMAILS WITH M. WARREN AND L. BAILEY REGARDING REVIEW OF CLAIMS (0.2); TELEPHONE CONFERENCE WITH T. HILL REGARDING FIRST OMNIBUS OBJECTION (0.1); REVISE FIRST OMNIBUS OBJECTION BASED ON COMMENTS FROM T. HILL (0.3); EMAILS WITH E. ARNOLD REGARDING UCC LIEN SEARCH (0.1)
01/13/12	JSA	1.00	REVIEW CLAIMS OBJECTIONS (1.0)
01/13/12	LRB	1.30	REVIEW AND ANALYSIS OF POC FOLLOW-UP INQUIRIES IN PREPARATION FOR CLAIMS TELECONFERENCE (1.3)
01/13/12	ACW	.30	EMAILS WITH J. BELLAMY, J. BOWLES, AND T. ZAIDI REGARDING FIRST OMNIBUS CLAIMS OBJECTION (0.3)
01/16/12	JSA	.30	PHONE CALL WITH T. HILL REGARDING CLAIMS (0.3)
01/16/12	MLW	.60	EDIT AND REVISE EMAIL REGARDING SECURED CLAIMS (.6)
01/16/12	ACW	.10	EMAILS WITH E. ARNOLD REGARDING UCC LIEN SEARCH (0.1)
01/18/12	JSA	1.00	PHONE CALL WITH A&M REGARDING CLAIMS OBJECTIONS (1.0)
01/18/12	LRB	6.00	ANALYSIS AND REVIEW OF TN STATE AUDIT INQUIRIES AND RELEVANT BK CODE TAX

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/18/12	CRK	.50	PROVISIONS (0.9); EMAILS WITH M. WARREN AND C. KOEPEL REGARDING SAME (0.4); TELECONFERENCES AND DRAFT EMAILS WITH C. KOEPEL REGARDING STATE TAX LAW RESEARCH, TN DEPARTMENT OF REVENUE INQUIRIES AND GENERAL TAX PRIORITY ISSUES (0.9); ANALYSIS AND REVIEW OF CVS PROOF OF CLAIMS AND APPENDED DOCUMENTS (1.5); TELECONFERENCES WITH M. WARREN AND EMAIL TO J. BOWLES REGARDING SAME (1.1); REVIEW OF DOCKET AND CLAIMS REGISTRY WITH RESPECT TO PROOF OF CLAIM ISSUES AND QUESTIONS ARISING FROM POC REVIEW (1.2) CONFERENCE WITH L. BAILEY TO DISCUSS RESEARCH ISSUE REGARDING PRIORITY OF STATE SALES/USE TAX AND FRANCHISE/EXCISE TAX, REVIEW NOTES ON SAME (.50)
01/18/12	MLW	1.40	CONFERENCE CALL WITH ALVAREZ REGARDING CLAIM REVIEW AND OBJECTION (.8); EDIT AND REVISE DEMAND LETTER REGARDING CLAIMS (.6)
01/18/12	ACW	1.00	TELEPHONE CONFERENCE WITH T. HILL, J. SCHMALTZ, J. EHRENHOFER, J. ATHANAS, M. WARREN, L. BAILEY AND K. GEORGE REGARDING CLAIMS RECONCILIATION (1.0)
01/19/12	JSA	.50	EDIT FIRST OMNIBUS CLAIMS OBJECTION (0.5)
01/19/12	LRB	5.00	DRAFT EMAILS AND RESPONSE TO EMAILS FROM J. BOWLES, T. SWETNUM, B. MEYERSON, AND S. KUPSKI REGARDING POC ISSUES (0.9); REVIEW AND ANALYSIS OF CVS DOCUMENTS AND CONTRACTS RECEIVED (0.9); EMAIL TO M. WARREN REGARDING SAME (0.3); ANALYSIS AND REVIEW OF POC RIDER AND RELEVANT ISSUES (0.6); DRAFT SUMMARY OF KEY ISSUES (1.1); ANALYSIS OF C. KOEPEL MEMORANDUM REGARDING POC ISSUES (0.4); REVIEW OF PRECEDENT REGARDING CLAIM OBJECTIONS (0.3); REVIEW OF EMAILS REGARDING TAX ISSUES AND SALES TAX SPREADSHEET (0.5)
01/19/12	CRK	1.50	REVIEW ANNOTATED STATUTE SECTION 11 USC 507 AND CITED CASELAW (1.5)
01/19/12	MLW	.50	REVIEW PROOFS OF CLAIM AND RELATED DOCUMENTS FILED BY CVS (.5)
01/19/12	ACW	.50	EMAILS WITH J. BOWLES AND T. ZAIDI REGARDING FIRST OMNIBUS OBJECTION (0.2); TELEPHONE CONFERENCE WITH J. EHRENHOFER REGARDING FILING OF FIRST OMNIBUS CLAIMS OBJECTION (0.1); EMAILS WITH J. ATHANAS AND K. COYLE REGARDING FILING OF FIRST OMNIBUS OBJECTION (0.2)
01/20/12	LRB	3.80	ANALYSIS AND REVIEW OF CVS TRANSACTIONAL DOCUMENTS RELATING TO REBATES AND PRODUCT RETURNS (1.1); EMAILS TO S. KUPSKI AND B. MEYERSON REGARDING CVS TRANSACTION DOCUMENTS (0.8); DRAFT SUMMARY OF KEY ISSUES RELATED TO SAME (0.5); EMAILS TO M. WARREN AND C. KOEPEL REGARDING TN STATE AUDIT (0.3); ANALYSIS OF

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/20/12	CRK	6.10	TN STATE TAX LAW SPREADSHEET (0.5); EMAILS AND TELECONFERENCES WITH C. KOEPEL REGARDING TN STATE LAW QUESTIONS (0.6) RESEARCH PRIORITY STATUS OF NON-ADMINISTRATIVE EXPENSE TAX OBLIGATIONS (1.0); PREPARE FOR MEETING WITH L. BAILEY, MEET WITH L. BAILEY REGARDING STATUS OF RESEARCH (.8); RESEARCH PRIORITY STATUS OF NON-ADMINISTRATIVE EXPENSE TAX OBLIGATIONS UNDER 11 USC 507(A)(8)(A)(I)-(III) (1.2); RESEARCH WHETHER A SALES TAX FALLS UNDER 11 USC 507(A)(8)(C) OR 11 USC 507(A)(8)(E) (1.5); RESEARCH WHETHER INTEREST AND PENALTIES ASSESSED ON PRE-PETITION SALES TAXES ALSO RECEIVE PRIORITY STATUS (1.0); DRAFT RESEARCH SUMMARY AND DISCUSS FINDINGS WITH L. BAILEY (.6)
01/22/12	LRB	2.90	ANALYSIS OF TN SALES TAX MEMORANDUM, BK CODE SECTION 507(A)(8), AND RELATED CASELAW (2.2); REVISIONS AND REDLINE TO MEMORANDUM AND EMAIL TO C. KOEPEL (0.7)
01/22/12	CRK	.40	REVIEW CHANGES TO MEMORANDUM BY L. BAILEY (.20); DRAFT EMAIL TO L. BAILEY REGARDING STRUCTURE AND CONTENT OF REVISED MEMORANDUM (.20)
01/23/12	LRB	4.80	ANALYSIS OF CVS TRANSACTION DOCUMENTS AND PROOF OF CLAIM (1.4); ANALYSIS AND REVIEW OF TN SALES TAX INQUIRIES AND REVISIONS TO C. KOEPEL DOCUMENT (1.4); ANALYSIS AND REVISIONS TO TN TAX SPREADSHEET (0.3); REVIEW OF BK CODE WITH RESPECT TO AUTOMATIC STAY, TAX AUDITS, PRIORITY TAX CLAIMS, AND SEC. 507(A)(8) (0.9); EMAILS WITH GRACEWAY TEAM, M. WARREN, AND C. KOEPEL WITH RESPECT TO POSSIBLE TN TAX AUDIT (0.8)
01/23/12	CRK	3.00	EDIT AND DRAFT SUMMARY MEMORANDUM REGARDING PRIORITY STATUS OF TENNESSE TAX CLAIMS, CONFERENCE WITH L. BAILEY REGARDING CHANGES (2.8); EDIT AND DRAFT EMAILS TO L. BAILEY AND M. WARREN REGARDING FINDINGS (.2)
01/24/12	LRB	6.30	REVIEW OF EMAILS REGARDING TAX AUDITS AND REVIEW OF APPLICABLE TN TAX LAW (0.9); ANALYSIS OF BUSINESS TAX LAW QUESTION AND REVIEW OF KEY ISSUES AND DRAFT SUMMARY OF SAME (1.1); PREPARATION FOR AND TELECONFERENCES WITH C. KOEPEL AND C. WHITSON REGARDING TAX ISSUES AND 507(A)(8) (1.0); DRAFT SUMMARY OF KEY ISSUES AND EMAILS TO C. WHITSON, J. ATHANAS, M. WARREN, C. KOEPEL (0.6); REVIEW OF EMAIL AND INQUIRIES REGARDING BUSINESS TAX LAWS, TELECONFERENCE WITH C. KOEPEL REGARDING SAME, AND REVIEW OF DRAFT REPORT ON SAME (1.2); EMAIL SUMMARY OF KEY ISSUES TO C. WHITSON (0.3); REVIEW OF CVS CONTRACTS AND DRAFT SUMMARY (1.2)

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/24/12	CRK	2.90	RESEARCH TENNESSEE USE TAXES AND TREATMENT OF USE TAXES UNDER SECTION 507(A)(8) (1.3); PREPARE FOR AND ATTEND TELEPHONE CONFERENCE WITH L. BAILEY AND C. WHITSON REGARDING TIMING AND SOURCE OF TENNESSEE USE TAXES (.8); RESEARCH WHETHER TENNESSEE BUSINESS TAXES ARE COVERED BY SECTION 507(A)(8)(A) OR (E) (.8)
01/24/12	ACW	.30	EMAILS WITH E. ARNOLD REGARDING UCC LIEN SEARCH FOR CHESTER VALLEY HOLDINGS, LLC (0.2); TELECONFERENCE WITH M. WARREN REGARDING SECURED CLAIM OF PENNSYLVANIA DEPARTMENT OF REVENUE (0.1)
01/25/12	LRB	3.10	EMAIL AND TELECONFERENCE TO M. WARREN REGARDING CARDINAL SETTLEMENT ISSUES (0.6); REVIEW OF EMAIL FROM C. WHITSON AND EMAILS TO C. KOEPEL REGARDING TENNESSEE TAX ISSUES (0.5); REVIEW AND ANALYSIS OF ISSUES RELATED TO WHOLESALER SETTLEMENTS AND POSSIBLE NEXT STEPS (1.1); FURTHER REVIEW AND ANALYSIS OF RETAILER CONTRACT AND PROVISIONS RELATED TO REBATE AGREEMENTS (0.9)
01/26/12	JSA	.40	EMAILS WITH A. WEIS REGARDING CLAIMS OBJECTIONS (0.4)
01/26/12	LRB	4.80	PREPARATION FOR TAX TELECONFERENCE AND REVIEW OF TENNESSEE TAX STATUTES AND GUIDE (1.1); TELECONFERENCE WITH J. BOWLES, C. WHITSON AND C. KOEPEL REGARDING TENNESSEE TAX PRIORITY CLAIM ISSUES, DRAFT LIST OF NEXT STEPS AND FOLLOW-UP TELECONFERENCE WITH C. KOEPEL (0.8); REVIEW OF STATUTORY AND CASELAW RESEARCH REGARDING TAX PRIORITY CLAIMS (1.1); REVIEW OF C. KOEPEL RESEARCH AND EMAIL TO J. BOWLES REGARDING BK STATUTES AND TAX PRIORITY CLAIMS AND ANALYSIS OF PENALTY ISSUES (1.1); REVIEW OF INQUIRIES FROM M. WARREN REGARDING PROOF OF CLAIM ISSUES AND DRAFT LIST OF POSSIBLE OBJECTION ISSUES (0.7)
01/26/12	CRK	1.40	PREPARE FOR AND ATTEND TELEPHONE CONFERENCE WITH L. BAILEY, J. BOWLES AND C. WHITSON REGARDING TENNESSEE SALES AND USE TAX CLAIMS AND CONFERENCE WITH L. BAILEY REGARDING SAME (.7); DRAFT SUMMARY OF BANKRUPTCY LAW REGARDING THE TAX PENALTY PORTION OF THE TAX CLAIM FOR J. BOWLES (.7)
01/26/12	ACW	.20	EMAILS WITH J. ATHANAS, C. RECKLER, T. HILL, J. SCHMALTZ, M. WARREN AND J. EHRENHOFER REGARDING POTENTIAL CLAIMS OBJECTIONS (0.2)
01/30/12	JSA	.80	CONFERENCE CALL WITH TEAM REGARDING CLAIMS OBJECTIONS (0.8)
01/30/12	CAR	.70	PREPARE FOR AND PARTICIPATE IN CALL REGARDING CLAIMS PROCESS (.7)
01/30/12	LRB	2.30	TELECONFERENCE WITH J. ATHANAS, M.

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/30/12	HAM	3.80	WARREN, T. HILL AND J. SCHMALTZ REGARDING CLAIM OBJECTIONS AND DRAFT SUMMARY NOTES AND ISSUES FOR FOLLOW-UP (0.9); EMAILS WITH M. WARREN AND A. WEIS REGARDING PROOF OF CLAIM OBJECTION PRECEDENT AND REVIEW OF SAME (0.8); DRAFT OUTLINE OF OBJECTION (0.6)
01/30/12	MLW	4.40	RESEARCH ISSUES OF PRIORITY, CHOICE OF LAW, AND PROCEEDS RELATING TO ATTORNEY'S LIENS (3.8)
01/30/12	ACW	1.40	CONFERENCE CALL WITH ALVAREZ AND MARSAL REGARDING CLAIMS OBJECTIONS (.9); DRAFT EMAIL BREAK DOWN OF CLAIMS OBJECTIONS AND RESEARCH RELATING THERETO (.4); CONFERENCE WITH J. SCHMALTZ REGARDING CLAIM ISSUE (.5); RESEARCH ISSUE REGARDING CLAIM PRIORITY AND PERFECTION (2.6)
01/31/12	LRB	4.00	TELEPHONE CONFERENCE WITH J. ATHANAS, C. RECKLER, M. WARREN, L. BAILEY, T. HILL, H. ALLANSON, J. SCHMALTZ, AND J. EHRENHOFER REGARDING CLAIMS RECONCILIATION AND OBJECTIONS (0.7); EMAILS WITH M. WARREN AND L. BAILEY REGARDING DRAFTING CLAIMS OBJECTIONS (0.2); REVIEW NYCOMED DOCKET REPORTS FOR FILINGS REGARDING ATTORNEYS' LIENS (0.5)
01/31/12	KKG	8.30	PREPARATION FOR AND TELECONFERENCE WITH C. KOEPEL REGARDING ADDITIONAL CASELAW ANALYSIS RELATING TO PROOF OF CLAIM OBJECTIONS (0.5); ANALYSIS OF SETOFFS AND SECTION 553(A) AND INITIAL CASELAW RESEARCH (1.1); REVIEW OF PROOF OF CLAIM OBJECTIONS AND PRECEDENT AND DRAFT SUMMARY OF KEY FACTUAL ISSUES AND LEGAL ISSUES FOR FURTHER ANALYSIS (1.6); EMAILS WITH M. WARREN AND J. SCHMALTZ REGARDING PROOF OF CLAIM OBJECTIONS (0.8)
01/31/12	CRK	.30	RESEARCH STATE LAWS ON ATTORNEY'S LIENS (8.3)
01/31/12	HAM	5.60	CONFERENCE WITH L. BAILEY REGARDING CVS CLAIM RESEARCH, REVIEW BACKGROUND MATERIALS TO PREPARE FOR MEETING WITH L. BAILEY REGARDING RESEARCH PROJECT FOR CVS CLAIM (.3)
01/31/12	MLW	6.40	RESEARCH ISSUES OF PRIORITY, CHOICE OF LAW, AND PROCEEDS RELATING TO ATTORNEY'S LIENS (5.6)
			REVIEW SECURED CLAIMS OF LAW FIRMS RELATING TO PREPETITION LEGAL FEES AND RESEARCH REGARDING SAME (4.2); REVIEW DOCUMENTS RELATING TO SECURED CLAIMS OF CERTAIN CLAIMANTS REGARDING TIME ENTRIES (1.2); CONFERENCE WITH J. SCHMALTZ REGARDING SETTLEMENT OF CERTAIN WHOLESALER CLAIMS (.6); CONFERENCE WITH L. BAILEY REGARDING CVS CLAIMS OBJECTION (.4)

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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/31/12	ECA	1.90	ASSIST M. WARREN WITH RESEARCH REGARDING EDWARDS WILDMAN CLAIM (1.9)
01/31/12	MMY	.50	RESEARCH TO LOCATE MATERIAL ON ATTORNEY'S LIENS PER M. WARREN'S REQUEST (.50)

Attorney Hours:

J S ATHANAS	(PARTNER)	7.00 hrs @	\$945.00 /hr.	\$6,615.00
C A RECKLER	(PARTNER)	2.60 hrs @	\$895.00 /hr.	\$2,327.00
M L WARREN	(ASSOCIATE)	23.80 hrs @	\$625.00 /hr.	\$14,875.00
L R BAILEY	(ASSOCIATE)	56.10 hrs @	\$625.00 /hr.	\$35,062.50
A C WEIS	(ASSOCIATE)	15.60 hrs @	\$595.00 /hr.	\$9,282.00
H A MILLER	(ASSOCIATE)	9.40 hrs @	\$535.00 /hr.	\$5,029.00
K K GEORGE	(ASSOCIATE)	8.30 hrs @	\$465.00 /hr.	\$3,859.50
C R KOEPEL	(ASSOCIATE)	16.10 hrs @	\$465.00 /hr.	\$7,486.50

Paralegal Hours:

E C ARNOLD	(PARALEGAL)	1.90 hrs @	\$350.00 /hr.	\$ 665.00
M M YAMIN	(PROF STAFF)	.50 hrs @	\$250.00 /hr.	\$ 125.00

Total Services 141.3 hrs \$85,326.50

Other charges:

Total other charges .00

Total current charges 85,326.50

Prior balance due: .00

BALANCE DUE \$85,326.50

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www.lw.com

LATHAM & WATKINS LLP

INVOICE

January 31, 2012

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

Tax identification No: 95-2018373

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

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

CHECKS:

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

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

Invoice No. 120501102

File No. 048081-0105

For professional services rendered through January 31, 2012
re: General Litigation

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/04/12	DSH	1.60	REVIEW VARIOUS PREFERENCE CLAIMS AND DEFENSES (1.3); CALL WITH CLIENT REGARDING PURSUIT OF SAME (.3)
01/05/12	JSA	.50	REVIEW ACCOUNTS RECEIVABLE DEMAND LETTERS (0.3); EMAILS WITH M. WARREN REGARDING SAME (0.2)
01/12/12	ACW	1.40	REVISE AND EDIT METAPHOR DISMISSAL STIPULATION (0.5); TELEPHONE CONFERENCE WITH K. COYLE REGARDING METAPHOR STIPULATION DISMISSAL (0.1); EMAILS WITH M. JOYCE AND M. WARREN REGARDING METAPHOR STIPULATION DISMISSAL (0.3); EMAILS WITH J. ATHANAS REGARDING METAPHOR DISMISSAL STIPULATION (0.3); TELEPHONE CONFERENCE WITH M. JOYCE REGARDING METAPHOR DISMISSAL STIPULATION (0.2)
01/12/12	ACW	.30	EMAILS WITH M. MILLER REGARDING SETTLEMENT PAYMENT (0.3)
01/13/12	ACW	.30	EMAILS WITH M. SEWARD REGARDING FILING OF METAPHOR DISMISSAL STIPULATION (0.3)
01/27/12	MGE	.40	REVIEW ARTICLE AND TELEPHONE CALL WITH J. ATHANAS AND M. WARREN REGARDING ANTITRUST RISK (.40)
01/27/12	DSH	1.30	REVIEW TERMS AND CONDITIONS (.60) AND RELATED ISSUES (.50) WITH RESPECT TO SETTLEMENT (.20)

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 120501102

CH\1340397.1

Attorney Hours:

D S HELLER	(PARTNER)	2.90 hrs @	1110.00 /hr.	\$3,219.00
J S ATHANAS	(PARTNER)	.50 hrs @	\$945.00 /hr.	\$ 472.50
MG EGGE	(PARTNER)	.40 hrs @	\$985.00 /hr.	\$ 394.00
A C WEIS	(ASSOCIATE)	2.00 hrs @	\$595.00 /hr.	\$1,190.00

Paralegal Hours:

Total Services	5.8 hrs	\$5,275.50
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Other charges:

Total other charges	.00
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Total current charges	<u>5,275.50</u>
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Prior balance due:	0.00
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BALANCE DUE	<u>\$18,168.90</u>
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BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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233 S. Wacker Drive, Suite 5800
Chicago, Illinois 60606
Tel: +1.312.876.7700 Fax: +1.312.993.9787
www.lw.com

LATHAM & WATKINS LLP

INVOICE

January 31, 2012

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

Tax identification No: 95-2018373

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

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

CHECKS:

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

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

Invoice No. 120501103

File No. 048081-0106

For professional services rendered through January 31, 2012
re: **Corporate Securities and Tax**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/13/12	JSA	.70	PHONE CALL WITH PWC AND J. KRONSNOBLE REGARDING VARIOUS TAX ISSUES (0.7)
01/18/12	JMK	.10	DRAFT EMAIL TO L&W PERSONNEL REGARDING TAX MATTERS (.10)

Attorney Hours:

J M KRONSNOBLE	(PARTNER)	.10 hrs @	1005.00 /hr.	\$ 100.50
J S ATHANAS	(PARTNER)	.70 hrs @	\$945.00 /hr.	\$ 661.50

Paralegal Hours:

Total Services	0.8 hrs	\$ 762.00
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Other charges:

Total other charges	.00
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Total current charges	<u>762.00</u>
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Prior balance due:	.00
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BALANCE DUE	<u>\$ 762.00</u>
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BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 120501103

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

LATHAM & WATKINS LLP

Tax identification No: 95-2018373

INVOICE

January 31, 2012

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

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

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

CHECKS:

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

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

Invoice No. 120501104

File No. 048081-0107

For professional services rendered through January 31, 2012
re: Avoidance Actions

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/04/12	JSA	.40	PHONE CALL WITH J. BELLAMY REGARDING PREFERENCES AND DEFENSES (0.4)
01/17/12	JSA	.60	EMAILS WITH J. BELLAMY AND ALVAREZ REGARDING PREFERENCE DEMAND LETTERS (0.6)
01/18/12	JSA	.80	REVIEW PREFERENCE ACTIONS AND DEFENSES (0.8)
01/18/12	ACW	.20	REVISE AND EDIT FORM PREFERENCE DEMAND LETTER (0.2)
01/19/12	DSH	1.20	ATTENTION TO PREFERENCE LETTERS (.3) AND RELATED ISSUES VIS A VIS DEFENSES/RECIPIENTS (.9)
01/19/12	CAR	.40	REVIEW AND EDIT PREFERENCE LETTER (.4)
01/20/12	MLW	1.50	REVIEW PREFERENCE DEMAND LIST AND CONFERENCE WITH J. BELLAMY AND J. SCHMALTZ REGARDING SAME (1.5)
01/23/12	JSA	.50	PHONE CALL WITH P. BASTA REGARDING GTCR FRAUDULENT CONVEYANCE SETTLEMENT (0.5)
01/24/12	DSH	1.30	WORK ON ISSUES RAISED BY VARIOUS PREFERENCE CLAIMS (.9); RELATED LETTER (.4)
01/24/12	KKG	2.10	COMPOSE 9019 MOTION FOR GTCR SETTLEMENT (2.1)
01/26/12	JSA	1.70	EMAILS WITH LENDERS REGARDING GTCR SETTLEMENT (0.4); EDIT GTCR SETTLEMENT AGREEMENT (1.0); EMAILS WITH M. WARREN REGARDING SAME (0.3)
01/26/12	MLW	5.80	DRAFT SETTLEMENT AGREEMENT WITH GTCR (4.2); EDIT AND REVISE 9019 MOTION REGARDING SETTLEMENT WITH GTCR (1.6)

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 120501104

CH\1340399.1

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/26/12	ACW	.80	TELEPHONE CONFERENCE WITH M. WARREN REGARDING GTCR SETTLEMENT AGREEMENT (0.2); REVISE AND EDIT GTCR SETTLEMENT AGREEMENT (0.6)
01/27/12	JSA	2.30	EDIT GTCR SETTLEMENT AGREEMENT (1.3); EMAILS WITH TEAM (0.3) AND LENDERS (0.7) REGARDING SAME
01/27/12	CAR	2.60	REVIEW AND EDIT GTCR SETTLEMENT (.8) AND REVIEW AND EDIT 9019 MOTION (1.8)
01/27/12	MLW	6.10	EDIT AND REVISE MOTION TO APPROVE SETTLEMENT WITH GTCR (4.3); EDIT AND REVISE SETTLEMENT AGREEMENT WITH GTCR (1.8)
01/27/12	ACW	2.30	REVISE AND EDIT 9019 MOTION FOR GTCR SETTLEMENT (2.3)
01/28/12	JSA	.80	REVIEWED FIRST LIEN LENDERS COMMENTS TO GTCR SETTLEMENT (0.5); EMAILS WITH GTCR REGARDING SAME (0.3)
01/28/12	DSH	.60	WORK ON GTCR RELEASE ISSUES: SCOPE AND TERMS, EMAILS REGARDING SAME (.60)
01/30/12	JSA	1.30	PHONE CALL WITH P. BASTA REGARDING GTCR SETTLEMENT (0.5); PHONE CALL WITH S. CHARLES REGARDING PREFERENCE SETTLEMENTS (0.3); EMAILS WITH M. WARREN REGARDING PREFERENCES (0.5)
01/30/12	DSH	.30	ATTENTION ISSUES WITH FINAL GTCR SETTLEMENT (.30)
01/30/12	MLW	1.70	EDIT AND REVISE 9019 MOTION TO APPROVE SETTLEMENT WITH GTCR (1.7)
01/31/12	JSA	.60	EMAILS WITH TEAM REGARDING PREFERENCES (0.3); EMAILS WITH C. RECKLER REGARDING A&M PREFERENCE ANALYSIS (0.3)

Attorney Hours:

D S HELLER	(PARTNER)	3.40 hrs @	1110.00 /hr.	\$3,774.00
J S ATHANAS	(PARTNER)	9.00 hrs @	\$945.00 /hr.	\$8,505.00
C A RECKLER	(PARTNER)	3.00 hrs @	\$895.00 /hr.	\$2,685.00
M L WARREN	(ASSOCIATE)	15.10 hrs @	\$625.00 /hr.	\$9,437.50
A C WEIS	(ASSOCIATE)	3.30 hrs @	\$595.00 /hr.	\$1,963.50
K K GEORGE	(ASSOCIATE)	2.10 hrs @	\$465.00 /hr.	\$ 976.50

Paralegal Hours:

Total Services 35.9 hrs \$27,341.50

Other charges:

Total other charges .00

Total current charges 27,341.50

Prior balance due: .00

BALANCE DUE \$27,341.50

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

INVOICE

January 31, 2012

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

Tax identification No: 95-2018373

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

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

CHECKS:

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

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

Invoice No. 120501105

File No. 048081-0108

For professional services rendered through January 31, 2012

re: Asset Sales

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/03/12	GJE	.30	REVIEW ALLOCATION SCHEDULES FROM WEIL TEAM (0.3)
01/05/12	JSA	.50	REVIEW APA AND SALE ORDER (0.5)
01/10/12	KKG	2.90	REVIEW AND REVISE EXHIBITS FOR FIRST NOTICE OF SATISFACTION (.8); TELEPHONE CONFERENCE WITH A. WEIS AND ALVAREZ AND MARSAL (.3); COMPOSE FIRST OMNIBUS CLAIMS OBJECTION (1.8)
01/11/12	JNA	.40	TELEPHONE CONFERENCE WITH K. GEORGE REGARDING ASSET PURCHASE AGREEMENT (.2); REVIEW ASSET PURCHASE AGREEMENT (.2)
01/11/12	KKG	1.80	COMPOSE AMENDED CLAIMS OBJECTION (1.5); TELEPHONE CONFERENCE WITH M. WARREN REGARDING SALE OF REAL PROPERTY MOTION AND ASSET PURCHASE AGREEMENT (.3)
01/12/12	KKG	7.30	COMPOSE SALE MOTION, ORDER, BID PROCEDURES ORDER, BID PROCEDURES, AND SALE NOTICE FOR SALE OF DISTRIBUTION CENTER (7.3)
01/13/12	JNA	.50	CONFERENCE WITH M. WARREN, A. WEISS AND K. GEORGE REGARDING ASSET PURCHASE AGREEMENT
01/13/12	KKG	3.30	COMPOSE SALE DOCUMENTS FOR SALE AND AUCTION OF DISTRIBUTION CENTER (3.3)
01/13/12	MLW	.90	CONFERENCE WITH J. ANDERSON REGARDING SALE OF PINEY FLATTS PROPERTY AND ASSET

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.

FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 120501105

CHM340400.1

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/13/12	ACW	.50	PURCHASE AGREEMENT RELATING THERETO (.5); CONFERENCE WITH K. GEORGE REGARDING SALE MOTION FOR PINEY FLATTS PROPERTY (.4)
01/19/12	JNA	.20	CONFERENCE WITH M. WARREN, K. GEORGE AND J. ANDERSON REGARDING SALE OF PINEY FLATTS PROPERTY (0.5)
01/19/12	KKG	5.40	DRAFT CORRESPONDENCE WITH M. WARREN REGARDING CLOSING MECHANICS (.20)
01/20/12	ZAJ	.20	DRAFTED ASSET PURCHASE AGREEMENT FOR SALE OF DISTRIBUTION CENTER (5.4)
01/20/12	KKG	3.40	TELEPHONE CONFERENCE WITH M. WARREN REGARDING CONTRACT ISSUE (0.1); REVIEW APA IN CONNECTION WITH SAME (0.1)
01/20/12	ACW	.50	DRAFT ASSET PURCHASE AGREEMENT FOR SALE OF DISTRIBUTION CENTER (3.4)
01/23/12	ZAJ	.50	EMAILS WITH J. ATHANAS, M. WARREN AND Z. JUDD REGARDING PROVISION OF TAX RETURNS TO MEDICIS (0.4); EMAILS WITH P. NGUYEN AND S. LULLA REGARDING GRACEWAY TAX RETURNS (0.1)
01/23/12	KKG	.70	RESPOND TO QUESTIONS REGARDING ASSET PURCHASE AGREEMENT (0.3); TELEPHONE CONFERENCE WITH M. WARREN RE SAME (0.2)
01/23/12	ACW	.50	DRAFT SALE DOCUMENTS FOR SALE OF DISTRIBUTION CENTER (.7)
01/26/12	ZAJ	.20	TELEPHONE CONFERENCE WITH J. BELLAMY, J. BOWLES, T. ZAIDI, C. WHITSON AND M. WARREN REGARDING MEDICIS DOCUMENT REQUESTS (0.5)
01/27/12	ZAJ	.40	TELEPHONE CONFERENCE WITH J. BELLAMY REGARDING CLAIM FROM CANADA (0.2)
01/31/12	ZAJ	.20	TELEPHONE CONFERENCE WITH CANADIAN COUNSEL AND GRACEWAY REGARDING GOVERNMENT CLAIMS (0.4)
01/31/12	AP	.60	TELEPHONE CONFERENCE WITH M. WARREN REGARDING INFORMATION REQUESTS (.20)
			TELEPHONE CONFERENCE WITH CLIENT AND M. WARREN REGARDING SEC DISCLOSURE REQUIREMENTS (.60)

Attorney Hours:

J S ATHANAS	(PARTNER)	.50 hrs @	\$945.00 /hr.	\$ 472.50
Z A JUDD	(PARTNER)	1.50 hrs @	\$840.00 /hr.	\$1,260.00
J N ANDERSON	(ASSOCIATE, SR.)	1.10 hrs @	\$675.00 /hr.	\$ 742.50
A PADILLA	(ASSOCIATE)	.60 hrs @	\$625.00 /hr.	\$ 375.00
M L WARREN	(ASSOCIATE)	.90 hrs @	\$625.00 /hr.	\$ 562.50
G J EDELSON	(ASSOCIATE)	.30 hrs @	\$595.00 /hr.	\$ 178.50
A C WEIS	(ASSOCIATE)	1.50 hrs @	\$595.00 /hr.	\$ 892.50
K K GEORGE	(ASSOCIATE)	24.80 hrs @	\$465.00 /hr.	\$11,532.00

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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Paralegal Hours:

Total Services 31.2 hrs \$16,015.50

Other charges:

Total other charges .00

Total current charges **16,015.50**

Prior balance due: .00

BALANCE DUE **\$16,015.50**

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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233 S. Wacker Drive, Suite 5800
Chicago, Illinois 60606
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LATHAM & WATKINS LLP

INVOICE

January 31, 2012

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

Tax identification No: 95-2018373

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

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

CHECKS:

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

Please identify your check or wire transfer with the following numbers:
Invoice No. 120501106
File No. 048081-0109

For professional services rendered through January 31, 2012
re: **Executory Contracts**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/03/12	ACW	.40	EMAILS WITH M. WARREN, J. SCHMALTZ, AND T. SWETNAM REGARDING REJECTION OF MICROSOFT CONTRACT (0.4)
01/09/12	ACW	.20	TELEPHONE CONFERENCE WITH J. GRUVER REGARDING REJECTION OF LEASES (0.2)
01/31/12	JSA	.70	EDIT MASERGY REJECTION MOTION (0.5); EMAILS WITH A. WEIS REGARDING SAME (0.2)
01/31/12	CAR	.70	REVIEW MOTION TO REJECT CONTRACT (.4) AND REVIEW EMAIL CORRESPONDENCE REGARDING SAME (.3)
01/31/12	MLW	.50	EDIT AND REVISE MOTION TO REJECT CONTRACT WITH MASERGY (.5)
01/31/12	ACW	2.70	TELEPHONE CONFERENCE WITH M. WARREN REGARDING MASERGY CONTRACT (0.1); DRAFT MOTION TO REJECT MASERGY CONTRACT (1.8); EMAILS WITH J. ATHANAS, C. RECKLER, M. WARREN, AND K. GEORGE REGARDING MOTION TO REJECT MASERGY CONTRACT (0.3); EMAILS WITH K. COYLE AND T. BOLLMAN REGARDING MOTION TO REJECT MASERGY CONTRACT (0.3); TELEPHONE CONFERENCE WITH K. COYLE REGARDING MOTION TO REJECT MASERGY CONTRACT (0.1); REVISE MOTION TO REJECT MASERGY CONTRACT BASED ON EDITS FROM J. ATHANAS (0.1)

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 120501106

CHN1340402.1

Attorney Hours:

J S ATHANAS	(PARTNER)	.70 hrs @	\$945.00 /hr.	\$ 661.50
C A RECKLER	(PARTNER)	.70 hrs @	\$895.00 /hr.	\$ 626.50
M L WARREN	(ASSOCIATE)	.50 hrs @	\$625.00 /hr.	\$ 312.50
A C WEIS	(ASSOCIATE)	3.30 hrs @	\$595.00 /hr.	\$1,963.50

Paralegal Hours:

Total Services	5.2 hrs	\$3,564.00
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Other charges:

Total other charges	.00
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Total current charges	<u>3,564.00</u>
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Prior balance due:	.00
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BALANCE DUE	<u>\$3,564.00</u>
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BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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LATHAM & WATKINS LLP

INVOICE

January 31, 2012

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

Tax identification No: 95-2018373

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

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

CHECKS:

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

Please identify your check or wire transfer with the following numbers:
Invoice No. 120501107
File No. 048081-0110

For professional services rendered through January 31, 2012
re: **Fee and Retention Application**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/03/12	CAR	.40	FOLLOW UP WITH UST RE LAZARD SECOND MONTHLY FEES (.2) AND RE WILDMAN OBJECTION DEADLINE (.2)
01/03/12	ACW	.20	EMAILS WITH M. WARREN REGARDING NOTICE OF UPDATED BILLING RATES (0.2)
01/04/12	ACW	.70	EMAILS WITH M. WARREN, H. CHAE, AND E. ARNOLD REGARDING UPDATING CONFLICTS REPORT (0.1); DRAFT NOTICE OF INCREASED RATES (0.6)
01/04/12	ECA	1.00	REVIEW DOCKET AND UPDATE MASTER PART LIST (.90); CORRESPOND WITH M. WARREN AND H. CHAE REGARDING SAME (.10)
01/05/12	CAR	.80	FOLLOW UP WITH LAZARD REGARDING SUPPLEMENTAL FILING (.80)
01/05/12	ACW	.20	EMAILS WITH M. WARREN REGARDING NOTICE OF INCREASED RATES (0.2)
01/05/12	ECA	.20	REVIEW AND RESPOND TO CORRESPONDENCE REGARDING UPDATED MASTER PARTY LIST (.20)
01/06/12	CAR	1.00	FOLLOW UP WITH UST AND RELATED PROFESSIONALS ABOUT FEE ISSUES (.4); FOLLOW UP WITH LAZARD AND J. SCHMALTZ REGARDING FEE ISSUES AND RELATED APPROVED PAYMENTS (.6)
01/07/12	ACW	.30	REVIEW PWC RETENTION APPLICATION TO DETERMINE SCOPE OF ENGAGEMENT (0.2); EMAILS WITH M. WARREN REGARDING

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 120501107

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/09/12	ACW	3.40	SUPPLEMENT TO PWC AFFIDAVIT (0.1) TELEPHONE CONFERENCE WITH M. WARREN REGARDING SUPPLEMENT TO RETENTION APPLICATION FOR PWC (0.1); EMAILS WITH C. RECKLER, K. COYLE AND M. WARREN REGARDING SUPPLEMENT RETENTION APPLICATION FOR PWC (0.3); TELEPHONE CONFERENCES WITH S. FINSENTH REGARDING SUPPLEMENTAL RETENTION APPLICATION FOR PWC (0.5); TELEPHONE CONFERENCE WITH M. WARREN REGARDING SECOND SUPPLEMENTAL AFFIDAVIT FOR J. ATHANAS (0.1); DRAFT SECOND SUPPLEMENTAL AFFIDAVIT OF J. ATHANAS (1.7); EMAILS WITH M. WARREN AND H. CHAE REGARDING SECOND SUPPLEMENTAL AFFIDAVIT OF J. ATHANAS (0.3); EMAILS WITH J. ATHANAS REGARDING SECOND SUPPLEMENTAL AFFIDAVIT OF J. ATHANAS (0.2); EMAILS WITH J. ATHANAS AND C. RECKLER REGARDING NOTICE OF INCREASED RATES (0.2)
01/10/12	JSA	.60	REVIEW 2ND SUPPLEMENTAL DECLARATION (0.5); EMAILS WITH A. WEIS REGARDING SAME (0.1)
01/10/12	ACW	1.90	EMAILS WITH J. ATHANAS, M. WARREN AND C. RECKLER REGARDING NOTICE OF INCREASED RATES (0.5); TELEPHONE CONFERENCE WITH L. CHACHIL REGARDING INCREASED 2012 RATES (0.2); TELEPHONE CONFERENCES WITH M. HUNT AND L. CHACHIL REGARDING INCREASED 2012 RATES (0.4); TELEPHONE CONFERENCE WITH S. FINSETH REGARDING CONSULTING WORK RELATED TO GRACEWAY CANADA (0.4); REVISE NOTICE OF INCREASED RATES BASED ON COMMENTS FROM J. ATHANAS (0.2); EMAILS WITH M. WARREN AND J. SCHMALTZ REGARDING RETENTION OF PWC (0.2)
01/12/12	ACW	.20	TELEPHONE CONFERENCE WITH K. GEORGE REGARDING SUPPLEMENTAL APPLICATION FOR PWC (0.1); EMAILS WITH K. GEORGE REGARDING SUPPLEMENTAL APPLICATION FOR PWC (0.1)
01/13/12	ACW	.60	TELEPHONE CONFERENCES WITH K. GEORGE REGARDING PWC SUPPLEMENTAL APPLICATION (0.2); TELEPHONE CONFERENCE WITH S. FINSETH REGARDING COMPLIANCE WORK (0.1); TELECONFERENCES WITH M. WARREN AND C. RECKLER REGARDING PWC ENGAGEMENT (0.3)
01/17/12	JSA	1.30	DRAFT 2ND FEE APPLICATION (1.3)
01/18/12	ACW	.50	EMAILS WITH S. FINSETH (PWC) REGARDING FEE APPLICATION AND SUPPLEMENTAL RETENTION APPLICATION (0.3); EMAILS WITH K. GEORGE REGARDING PWC SUPPLEMENTAL RETENTION APPLICATION (0.2)
01/19/12	CAR	.20	FOLLOW UP WITH UST REGARDING QUESTIONS REGARDING LATHAM WATKINS FEE APPLICATION (.2)
01/19/12	ACW	.20	TELEPHONE CONFERENCE WITH M. WARREN, S. FINSETH, AND A. REMBACH REGARDING PWC SUPPLEMENTAL RETENTION (0.2)

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/20/12	ACW	.60	EMAILS WITH M. WARREN AND C. RECKLER REGARDING PWC ENGAGEMENT LETTER (0.2); EMAILS WITH A. REMBACH REGARDING PWC COMPLIANCE WORK (0.2); EMAILS WITH S. FINSETH REGARDING PWC FEE STRUCTURE (0.2)
01/23/12	ACW	1.60	TELEPHONE CONFERENCE WITH M. WARREN, S. FINSETH, AND A. REMBACH REGARDING FEE STRUCTURE FOR SUPPLEMENTAL ENGAGEMENT (0.4); REVISE AND EDIT PWC SUPPLEMENTAL RETENTION APPLICATION AND DECLARATION IN SUPPORT (1.2)
01/24/12	JSA	1.20	REVIEW DECEMBER BILLS FOR FEE APPLICATION (1.2)
01/24/12	CAR	1.50	PROVIDE COMMENTS ON PWC RETENTION (.8); REVIEW LAZARD FEE APPLICATION (.7)
01/24/12	ACW	.60	TELEPHONE CONFERENCE WITH S. FINSETH REGARDING INTERIM FEE APPLICATION FORMAT (0.2); EMAILS WITH S. FINSETH AND M. WARREN REGARDING INTERIM FEE APPLICATION FORMAT (0.2); EMAILS WITH C. RECKLER REGARDING PWC SUPPLEMENTAL RETENTION APPLICATION (0.2)
01/26/12	CAR	.80	REVIEW AND PROVIDE COMMENTS ON PWC SUPPLEMENTAL RETENTION (.8)
01/26/12	ACW	.60	EMAILS WITH A. CLARK REGARDING PWC SUPPLEMENTAL RETENTION APPLICATION (0.1); REVISE PWC RETENTION APPLICATION BASED ON COMMENTS FROM A. CLARK (0.4); EMAILS WITH J. SARKESSIAN REGARDING PWC SUPPLEMENTAL RETENTION APPLICATION (0.1)
01/30/12	ACW	.20	EMAILS WITH J. SARKESSIAN REGARDING REVIEW OF PWC SUPPLEMENTAL RETENTION APPLICATION (0.2)
01/31/12	CAR	.30	FOLLOW UP AND REVIEW OF UST'S EMAIL REGARDING LW'S 2ND FEE APPLICATION (.3)
01/31/12	ACW	1.10	TELEPHONE CONFERENCES WITH M. WARREN REGARDING US TRUSTEE'S REVISIONS TO PWC SUPPLEMENTAL APPLICATION (0.2); REVISE PWC SUPPLEMENTAL APPLICATION BASED ON COMMENTS FROM US TRUSTEE (0.7); EMAILS WITH S. FINSETH AND A. CLARK REGARDING REVISIONS TO PWC SUPPLEMENTAL APPLICATION (0.2)

Attorney Hours:

J S ATHANAS	(PARTNER)	3.10 hrs @	\$945.00 /hr.	\$2,929.50
C A RECKLER	(PARTNER)	5.00 hrs @	\$895.00 /hr.	\$4,475.00
A C WEIS	(ASSOCIATE)	12.90 hrs @	\$595.00 /hr.	\$7,675.50

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 120501107

Paralegal Hours:

E C ARNOLD (PARALEGAL) 1.20 hrs @ \$350.00 /hr. \$ 420.00

Total Services 22.2 hrs \$15,500.00

Other charges:

Total other charges .00

Total current charges 15,500.00

Prior balance due: .00

BALANCE DUE \$15,500.00

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 120501107

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

LATHAM & WATKINS LLP

INVOICE

January 31, 2012

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

Tax identification No: 95-2018373

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33

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

CHECKS:

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

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

Invoice No. 120501108

File No. 048081-0111

For professional services rendered through January 31, 2012
re: **Creditor Inquiries**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/03/12	ECA	.70	RECEIVE AND RESPOND TO CREDITOR INQUIRIES (.70)
01/04/12	ACW	.10	TELECONFERENCE WITH S. UNION REGARDING POSTPETITION PAYMENTS TO CREDITORS (0.1)
01/05/12	ACW	.30	EMAILS WITH G. KADEN REGARDING NOVEMBER INVOICES FOR HUMANA (0.1); EMAILS WITH J. RICCHINI REGARDING NOVEMBER INVOICES FOR HUMANA (0.2)
01/07/12	ACW	.10	EMAILS WITH G. KADEN REGARDING SEPTEMBER INVOICES (0.1)
01/10/12	ACW	.40	TELEPHONE CONFERENCE WITH G. KADEN REGARDING SEPTEMBER INVOICES FOR HUMANA (0.2); EMAILS WITH M. WARREN AND J. SCHMALTZ REGARDING HUMANA INVOICES FOR SEPTEMBER (0.2)
01/11/12	ACW	.20	TELECONFERENCE WITH G. KADEN REGARDING PAYMENT OF HUMANA INVOICES (0.2)
01/17/12	ACW	.20	EMAILS WITH A. RYDER REGARDING METAPHOR INVOICES (0.1); EMAILS WITH M. MILLER REGARDING METAPHOR INVOICES (0.1)
01/18/12	ACW	.20	EMAILS WITH J. ATHANAS, C. RECKLER, AND M. WARREN REGARDING VOICEMAIL FROM M. MILLER (0.2)
01/20/12	ACW	.40	EMAILS WITH J. ATHANAS AND M. MILLER REGARDING M. MILLER REQUEST FOR LETTER (0.2); EMAILS WITH J. SCHMALTZ REGARDING SAP

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CH1340404.1

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/22/12	ACW	.10	MAINTENANCE SERVICES (0.2) EMAILS WITH K. SCHWEIKER REGARDING SAP
01/25/12	ACW	.10	MAINTENANCE SERVICES (0.1) EMAILS WITH M. MILLER REGARDING REQUEST FOR LETTER (0.1)
01/27/12	ACW	.40	TELEPHONE CONFERENCE WITH M. MILLER AND M. WARREN REGARDING REQUEST FOR LETTER (0.2); TELEPHONE CONFERENCE WITH M. WARREN REGARDING M. MILLER'S REQUEST FOR LETTER AND 9019 MOTION FOR GTCR SETTLEMENT (0.2)
01/31/12	ACW	.10	EMAILS WITH G. KADEN REGARDING DECEMBER INVOICES FOR HUMANA (.10)

Attorney Hours:

A C WEIS	(ASSOCIATE)	2.60 hrs @	\$595.00 /hr.	\$1,547.00
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Paralegal Hours:

E C ARNOLD	(PARALEGAL)	.70 hrs @	\$350.00 /hr.	\$ 245.00
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Total Services	3.3 hrs		\$1,792.00
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Other charges:

Total other charges			<u>.00</u>
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Total current charges			<u>1,792.00</u>
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Prior balance due:			.00
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BALANCE DUE			<u>\$1,792.00</u>
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BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 120501108