

EXHIBIT 2

Comparison of Original Disclosure Statement and the Revised Disclosure Statement

**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

Related Docket

**ORDER (A) APPROVING THE DISCLOSURE STATEMENT,
(B) ESTABLISHING THE VOTING RECORD DATE, VOTING DEADLINE AND
OTHER DATES, (C) APPROVING PROCEDURES FOR SOLICITING, RECEIVING
AND TABULATING VOTES ON THE PLAN AND FOR FILING OBJECTIONS TO
THE PLAN AND (D) APPROVING THE MANNER AND FORMS OF NOTICE
AND OTHER RELATED DOCUMENTS**

Upon consideration of the motion (the “Motion”)² of the above-captioned debtors and debtors-in-possession (the “Debtors”) for entry of an order, pursuant to 11 U.S.C. §§ 105(a), 502, 1125, 1126, 1128 and 1129 and Rules 2002, 3003, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure, (a) approving the Disclosure Statement,² (b) establishing the Voting Record Date (~~defined below~~), the Voting Deadline (~~defined below~~) and other dates (a summary chart of which is attached hereto as Chart A), (c) approving procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan, (d) approving the

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175), Case No. 11-13037 (PJW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (PJW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (PJW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (PJW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (PJW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (PJW); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (PJW). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 400, Bristol, TN 37620 (Attn: John Bellamy). On October 4, 2011, Graceway Canada Company filed an application in the Ontario Superior Court of Justice (Commercial List) pursuant to the *Courts of Justice Act*, R.S.O. 1990, c. C. 43.

² Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Motion, Plan and Disclosure Statement, as applicable.

² ~~Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Motion, Plan and Disclosure Statement, as applicable.~~

manner and forms of notice and other related documents and (e) granting other relief relating thereto as set forth herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors' estate, its Creditors, and other parties in interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that the Motion is a core proceeding pursuant to 28 U.S.C. § 157; and adequate notice of the Motion and opportunity for objection having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause therefor:

IT IS HEREBY FOUND AND DETERMINED THAT:

A. The Disclosure Statement for the First Amended Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et al. [Docket No. 552] (the "Disclosure Statement"), filed on February 28, 2012, contains adequate information within the meaning of Section 1125 of the Bankruptcy Code.

B. The notices attached hereto as Exhibits 1, 2, 4, 5, 6, 7, 8 and 9 (collectively, the "**Notices**") contain sufficient information and are appropriate under the circumstances.

C. The form of the ballots attached hereto as Exhibits 3A through 3C (collectively, the "**Ballots**") (i) are sufficiently consistent with Official Form No. 14, (ii) adequately address the particular needs of these Chapter 11 Cases and (iii) are appropriate for each Class of Claims entitled under the Plan to vote to accept or reject the Plan.

D. The time period set forth below during which the Debtors may solicit votes on the Plan is a reasonable period of time for Creditors to make an informed decision as to whether to accept or reject the Plan.

E. The procedures set forth below for the solicitation and tabulation of votes to accept or reject the Plan provide for a fair and equitable voting process and are consistent with

Section 1126 of the Bankruptcy Code.

F. The procedures set forth below regarding the Confirmation Hearing Notice and the contents of the Solicitation Package (defined below) comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties.

IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is granted ~~in its entirety~~ as set forth herein.

I. Approval of the Disclosure Statement

2. Pursuant to Bankruptcy Rule 3017(b), the Disclosure Statement is approved as containing adequate information within the meaning of Section 1125(a) of the Bankruptcy Code, and the Debtors are authorized to distribute the Disclosure Statement and Solicitation Package in order to solicit votes on, and pursue confirmation of, the Plan.

3. The notice by mail to all of a debtor's creditors and shareholders informing them of the time set for filing objections to, and the hearing to consider the approval of a disclosure statement (the "**Disclosure Statement Hearing Notice**"), attached hereto as Exhibit 1, is approved pursuant to Bankruptcy Rules 2002 and 3017.

4. The notice and objection procedures provided in connection with the hearing on the Disclosure Statement, which will be held at 11:00 a.m. prevailing Eastern Time on March 1, 2012 (the "**Disclosure Statement Hearing**"), were reasonable and appropriate under the circumstances, and such notice and objection procedures were adequate pursuant to Bankruptcy Rule 3017.

II. Confirmation Hearing and Objections

5. Pursuant to Bankruptcy Rule 3020(b)(2), the hearing to consider confirmation of the Plan (the "**Confirmation Hearing**") shall be on April 11, 2012 at 2:00 p.m. prevailing Eastern Time.

6. Pursuant to Bankruptcy Rule 3020(b)(1), the deadline (the “**Confirmation Objection Deadline**”) for filing and serving objections to confirmation of the Plan (“**Confirmation Objections**”) shall be April 3, 2012 at 4:00 p.m. prevailing Eastern Time.

7. The Confirmation Objections, if any, shall (a) be in writing, (b) comply with Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware, (c) state with particularity the legal and factual bases for the objection and, if practicable, a proposed modification to the Plan that would resolve such objection, and (d) be filed, contemporaneously with a proof of service, with the Bankruptcy Court and served so as to be **actually received** by each of the following parties (the “**Notice Parties**”) on or before the Confirmation Objection Deadline:

- a) Counsel to the Debtors, Latham & Watkins LLP, 233 South Wacker Drive, Suite 5800, Chicago, IL 60606 (Attn: Josef S. Athanas, Esq. and Matthew L. Warren, Esq.) (josef.athanas@lw.com and matthew.warren@lw.com) (fax: 312-993-9767) and Young Conaway, Stargatt & Taylor LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: Michael R. Nestor, Esq. and Kara Hammond Coyle, Esq.) (mnestor@ycst.com and kcoyle@ycst.com) (fax: 302-576-3472);
- b) Counsel to the Creditors’ Committee, Elliott Greenleaf, 1105 North Market Street, Suite 1700, P.O. Box 2327, Wilmington, DE 19801 (Attn: Rafael Xavier Zahralddin-Aravena) (rxza@elliottgreenleaf.com) (fax: 302-384-9399) and Lowenstein Sandler, 919 65 Livingston Avenue, Roseland, NJ 07068 (Attn: S. Jason Teele, Esq.) (steele@lowenstein.com) (fax: 973-597-2347);
- c) Special Bankruptcy and Restructuring Counsel to the Agent for the First Lien Lenders, Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, NY 10019 (Attn: Scott K. Charles, Esq. and Michael S. Benn, Esq.) (SKCharles@wlrk.com and MSBenn@wlrk.com) (fax: 212-403-2158) and DLA Piper LLP, 919 North Market Street, 15th Floor, Suite 1500, Wilmington, DE 19801 (Attn: Stuart M. Brown, Esq.) (stuart.brown@dlapiper.com) (fax: 302-778-7913);
- d) Financing Counsel to the Agent for the First Lien Lenders, Morgan Lewis,

225 Franklin Street, 16th Floor, Boston, MA 02110 (Attn: Sula Fiszman, Esq.) (sfiszman@morganlewis.com) (fax: 617-341-7701);

- e) Counsel to the Agent for the Second Lien Lenders, Sidley Austin LLP, One South Dearborn, Chicago, IL 60603 (Attn: Larry Nyhan, Esq. and Jeffrey E. Bjork, Esq.) (lnyhan@sidley.com and jbjork@sidley.com) (fax: 213-896-6600);
- f) Agent for the Mezzanine Lenders, Goldman Sachs Credit Partners L.P., 30 Hudson Street, 5th Floor, Jersey City, NJ 07302 (Attn: Michelle Latzoni) (gsd.link@gs.com) (fax: 212-357-4597);
- g) Receiver for Graceway Canada Company, ~~RSM-Richter~~Duff & Phelps Canada Restructuring Inc., 200 King Street West, Suite 41002, Toronto, ON M5H 3T4 (Attn: Robert Kofman and David Sieradzki) (bobby.kofman@duffandphelps.com and david.sieradzki@duffandphelps.com) (fax: 647-497-9490);
- h) Counsel to the Receiver for Graceway Canada Company, Davies Ward Phillips & Vineberg LLP, 1 First Canadian Place, Suite 4400, P.O. Box 63, Toronto, ON M5X 1B1 (Attn: Jay Swartz) (jswartz@dwpv.com) (fax: 416-863-0871);
- i) Counsel to Graceway Canada Company, Goodmans LLP, Bay Adelaide Centre, 333 Bay Street, Suite 3400, Toronto, ON M5H 2S7 (Attn: Fred Myers, Joe Latham, and Caroline Descours) (fmyers@goodmans.ca, jlatham@goodmans.ca, and cdescours@goodmans.ca) (fax: 416-979-1234);
- j) The Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2213, Lockbox 35, Wilmington, DE 19801 (Attn: Juliet Sarkessian, Esq.) (Juliet.M.Sarkessian@usdoj.gov) (fax: 302-573-6497).

III. Establishment of Voting Record Date and Approving Procedures for Temporary Allowance of Claims that are Subject to an Objection Filed by the Debtors

8. Pursuant to Bankruptcy Rule 3017(d), March 1, 2012 shall be the voting record date (the “**Voting Record Date**”) with respect to all Claims (*i.e.*, those in Classes 1, 2, 3, 4, 5, 6, 8 and the holders of Interests in Class 7). The Debtors shall use the applicable Voting Record Date for determining which (a) Creditors are entitled to receive Solicitation Packages (b) Creditors are entitled to vote to accept or reject the Plan, and (c) non-voting Creditors and Interest holders are entitled to receive notice of the Confirmation Hearing.

9. With respect to any transferred Claim, the transferee will be entitled to receive a Solicitation Package and cast a Ballot on account of the transferred Claim only if: (a) all actions necessary to effect the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date; or (b) the transferee files, no later than the Voting Record Date, (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer. Each transferee shall be treated as a single Creditor for purposes of the numerosity requirements in Section 1126(e) of the Bankruptcy Code and other procedures set forth in this Order.

10. Any holder of a Claim against the Debtors for which the Debtors have filed an objection, whether such objection related to the entire Claim or a portion thereof, shall not be entitled to vote on the Plan and shall not be counted in determining whether the requirements of Section 1126(c) of the Bankruptcy Code have been met with respect to the Plan (except to the extent and in the manner as may be set forth in the objection) unless (a) the Claim has been temporarily allowed for voting purposes pursuant to Bankruptcy Rule 3018(a) and in accordance with this Order or (b) on or before the Voting Deadline, the objection to such Claim has been withdrawn or resolved in favor of the Creditor asserting the Claim.

11. A recipient of an objection to expunge or disallow its Claim will receive a notice of non-voting status, substantially in the form of Exhibit 2 attached hereto.

12. March 27~~0~~, 2012 at 4:00 p.m. prevailing Eastern Time (the “**Rule 3018(a) Motion Deadline**”) shall be the deadline for the filing and serving of any motion requesting temporary allowance of a movant’s Claim for purposes of voting pursuant to Bankruptcy Rule 3018(a) (the “**Rule 3018(a) Motion**”).

13. Rule 3018(a) Motions must be filed with the Bankruptcy Court and served on co-

counsel to the Debtors and the other Notice Parties so as to be **actually received** not later than the Rule 3018(a) Motion Deadline; *provided, however*, that if the Debtors object to a Claim on or after the date that is **seventeen (710)** days before the original Rule 3018(a) Motion Deadline, then the Rule 3018(a) Motion Deadline shall be extended as to such Claim such that the holder thereof shall have at least **seventeen (710)** days to file a Rule 3018(a) Motion.

14. Any party timely filing and serving a Rule 3018(a) Motion shall be provided a Ballot and be permitted to cast a provisional vote to accept or reject the Plan. If, and to the extent that, the Debtors do not agree in writing to temporarily allow the Claim and the Debtors and such party are unable to resolve the issues raised by the Rule 3018(a) Motion prior to the Voting Deadline (**defined below**), then at the Confirmation Hearing this Court shall determine whether the provisional Ballot should be counted as a vote on the Plan.

15. Notwithstanding Bankruptcy Rule 3018(a), whenever two or more Ballots are cast which attempt to vote the same Claim prior to the Voting Deadline, the last Ballot received by the Voting and Claims Agent prior to the Voting Deadline shall be deemed to reflect the voter's intent and thus to supersede any prior Ballots; *provided, however*, that where an ambiguity exists as to which Ballot was the latest mailed, the Voting and Claims Agent reserves the right to contact the Creditor and calculate the vote according to such voter's stated intent. This procedure is without prejudice to the Debtors' right to object to the validity of the second Ballot on any basis permitted by law and, if the objection is sustained, to count the first Ballot for all purposes.

16. Nothing in this Order shall affect or limit the Debtors' right to object to any proof of Claim or Rule 3018(a) Motion.

IV. Approval of Solicitation Procedures

A. Duties of Voting and Claims Agent

17. The Voting and Claims Agent shall assist the Debtors in, among other things, (a) mailing Confirmation Hearing Notices to holders of Claims in Non-Voting Classes and other non-voting parties entitled to notice, (b) mailing Solicitation Packages, (c) soliciting votes on the Plan, (d) receiving, tabulating, and reporting on Ballots cast for or against the Plan by holders of Claims against the Debtors, (e) responding to inquiries from Creditors and stakeholders relating to the Plan, the Disclosure Statement, the Ballots and matters related thereto, including, without limitation, the procedures and requirements for voting to accept or reject the Plan and objecting to the Plan, and (f) if necessary, contacting Creditors regarding the Plan and their Ballots.

B. Notices and Ballots

18. The Notices and Ballots to be used in connection with the solicitation of votes on, and confirmation of, the Plan (as applicable) are hereby approved in full.

19. All Creditor Ballots shall be accompanied by pre-addressed, postage prepaid return envelopes addressed to the Voting and Claims Agent.

20. Classes 1 (Other Priority Claims) and 4 (Other Secured Claims) are deemed Unimpaired Claims and, thus, the holders of such Unimpaired Claims are conclusively presumed to accept the Plan pursuant to Section 1126(f) of the Bankruptcy Code, and the Debtors are not required to solicit their vote with respect to such Unimpaired Claims.

21. The Debtors shall not be obligated to deliver Solicitation Packages or Ballots to holders of Unimpaired Claims. Rather, in lieu thereof and in accordance with Bankruptcy Rule 3017(d), the Debtors shall mail to the holders of such Unimpaired Claims a notice, substantially in the form of Exhibit 4 attached hereto (the “Unimpaired Claims Notice”). Notwithstanding the foregoing, the Debtors shall deliver a Solicitation Package to each party that has asserted an Other Secured Claim and each such party shall have the right to indicate what portion of such asserted Other Secured Claim should be treated as, and counted as for

voting purposes, a Class 5 General Unsecured Claim.

22. Classes 6 (Intercompany Claims), 7 (Old Equity) and 8 (Old Equity Rights) do not retain or receive any property under the Plan, and are, therefore, deemed to reject the Plan pursuant to Section 1126(g) of the Bankruptcy Code. Therefore, the Debtors are not required to send Ballots or Solicitation Packages to holders of such Claims or Interests. Rather, in lieu thereof, and in accordance with Bankruptcy Rule 3017(d), the Debtors shall mail to the holders of such Claims and Interests a notice of non-voting status, substantially in the form of Exhibit 5 attached hereto.

23. The Debtors shall not be required to deliver Ballots or Solicitation Packages to counterparties to the Debtors' executory contracts and unexpired leases who do not have scheduled Claims or Claims based upon filed proofs of Claim. Rather, in lieu thereof, and in accordance with Bankruptcy Rule 3017(d), the Debtors shall mail to the counterparties to the Debtors' executory contracts and unexpired leases a notice, substantially in the form of Exhibit 6 attached hereto (the "**Contract/Lease Notice**"). **The Debtors shall provide notice of any such amendment to the Assumption Schedule to the parties to the executory contract or lease affected thereby not later than twenty-eight (28) days prior to the Confirmation Hearing**

C. **Content and General Transmittal of Solicitation Packages; Notice of Confirmation Hearing**

24. The Debtors are authorized to transmit, or cause to be transmitted, on or before March 6, 2012 (the "**Solicitation Mailing Date**"), to the Persons listed below, subject to the limitations contained therein and elsewhere in this Order, by United States mail, first-class postage prepaid, personal service, or overnight delivery, a solicitation package (the "**Solicitation Package**") on a compact disk or containing a copy or conformed printed version of the following:

- a) the Confirmation Hearing Notice, attached hereto as Exhibit 7.
- b) the Disclosure Statement;
- c) the Plan (which may be furnished in the Solicitation Package as Exhibit A to the Disclosure Statement);
- d) the Disclosure Statement Order (without exhibits attached);
- e) a cover letter attached hereto as Exhibit 9 from the Debtors describing the contents of the Solicitation Package and instructions on how paper copies of any materials that may be provided in CD-ROM format can be obtained at no charge; and
- f. to the extent applicable, a Ballot and/or notice, appropriate for the specific Creditor, in substantially the forms attached to this Order (as may be modified for particular Classes and with instruction attached thereto) and a postage prepaid return envelope addressed to the Voting and Claims Agent.

25. The Debtors shall provide copies of the Solicitation Package (other than a Ballot) to: (a) the United States Trustee for the District of Delaware; (b) financing counsel to the First Lien Facility Agent; (c) special restructuring and bankruptcy counsel to the First Lien Facility Agent; (d) counsel to the Second Lien Facility Agent; (e) the administrative agent for the lenders under the Debtors' prepetition unsecured mezzanine credit facility; (f) counsel to the Creditors' Committee; (g) the Creditors listed on the Debtors' consolidated list of 30 largest unsecured Creditors, as filed with the Debtors' chapter 11 petitions; (h) the Food and Drug Administration; (i) the Internal Revenue Service; (j) the U.S. Public Health Service; (k) the Centers for Medicare and Medicaid Services; (l) counsel to, Receiver for, and counsel to the Receiver for Graceway Canada; (m) all parties requesting notice pursuant to Bankruptcy Rule 2002 as of the date of mailing the Solicitation Package; and (n) each Entity with an interest in the Debtors' Assets.

26. The Debtors shall provide Solicitation Packages to the following Creditors (with exclusions as noted herein): Creditors who are holding Claims designated as Impaired Claims (Classes 2, 3 and 5) and are entitled to vote on the Plan because such Creditors (i) have ~~timely~~

filed proofs of Claim ~~(or filed untimely proofs of Claim which have been allowed as timely by the Court under applicable law on or before the Voting Record Date)~~ that have not been disallowed by an order of the Bankruptcy Court entered on or before the Voting Record Date as to which the Debtors have not filed an objection unless the Claim has been temporarily allowed for voting purposes, or (ii) hold Claims which are scheduled in the Schedules, other than those (x) scheduled, in whole or part, as unliquidated, contingent, or disputed (y) scheduled in the amount of zero or in an unknown in amount, or (z) that have been disallowed by an order of the Bankruptcy Court entered on or before the Voting Record Date. Additionally, the Debtors shall deliver a Solicitation Package to each party that has asserted an Other Secured Claim and each such party shall have the right to indicate what portion of such party's asserted Other Secured Claim should be treated as, and counted as for voting purposes, a Class 5 General Unsecured Claim.

27. Creditors who have filed duplicate Claims in any given Class shall be entitled to receive only one Solicitation Package and shall be allowed one Ballot for voting their Claims with respect to that Class.

28. The Debtors shall provide the Confirmation Hearing Notice to all parties that received the Disclosure Statement Hearing Notice, and to parties to executory contracts and unexpired leases, which parties are not currently "creditors" as defined in Section 101(10) of the Bankruptcy Code, no later than March 6, 2012.

29. The Debtors shall publish the Confirmation Hearing Notice on or prior to March 9, 2012 in the national edition of The Wall Street Journal.

30. Publication of the Confirmation Hearing Notice as described herein shall constitute sufficient notice of the Confirmation Hearing to Persons who do not otherwise receive

notice by mail as provided for in this Order.

D. Transmittal of Solicitation Packages to Holders of Contingent, Unliquidated, and Disputed Claims that are Not Subject to an Objection Filed by the Debtors

31. The Debtors shall not be required to mail any documents or Notices to any Creditor (i) whose Claim is not scheduled or is scheduled as disputed, contingent or unliquidated and (ii) who fails to timely file a proof of Claim.

32. The Debtors shall distribute to claimants who have filed timely proofs of Claim (or untimely proofs of Claim which have been allowed as timely by the Court under applicable law on or before the Voting Record Date), which, in whole or in part, reflect a disputed, unliquidated, or contingent Claim, and which are not subject to an objection filed by the Debtors, (a) a Solicitation Package which contains a Ballot, (b) the Confirmation Hearing Notice, which notice informs such Person or Entity that its entire Claim has been allowed temporarily for voting purposes only and not for purposes of allowance or distribution, at \$1.00 and (c) a notice of disputed, unliquidated, or contingent status, substantially in the form of Exhibit 8 attached hereto.

E. When No Notice or Transmittal is Necessary

33. Notwithstanding anything in this Order to the contrary, the Debtors shall not be required to send Solicitation Packages, individual solicitation materials or other notices to any of the following Creditors or other parties-in-interest in these Chapter 11 Cases:

- a) any Creditor whose Claim is based solely on amounts scheduled by the Debtors but whose Claim already has been paid or satisfied in the full scheduled amount; *provided, however*, if, and to the extent that, any such Creditor would be entitled to receive a Solicitation Package for any reason other than by virtue of the fact that its Claim had been scheduled by the Debtors, then such Creditor shall be sent a Solicitation Package in accordance with the procedures set forth herein;
- b) any Creditor who filed a proof of Claim if the amount asserted in such proof of Claim is less than or equal to the amount that has already been

paid;

- c) any holder of a Claim that was disallowed in full by order of this Court; or
- d) any Person or Entity to whom the Debtors mailed the Disclosure Statement Hearing Notice and received any such Notices returned by the United States Postal Service marked "undeliverable as addressed," "moved - left no forwarding address," "forwarding order expired," or any similar reason, unless the Debtors has been informed in writing by such Person of that Person's new address.

V. Voting Deadline and Procedures for Vote Tabulation

34. April 3, 2012 at 4:00 p.m. prevailing Eastern Time (the "**Voting Deadline**") is the last date and time by which Ballots for accepting or rejecting the Plan must be received by the Voting and Claims Agent in order to be counted.

35. If a party that is entitled to vote has more than one Claim against one or more of the Debtors based upon different transactions, said party shall be entitled to one vote for numerosity purposes in the aggregate dollar amount of all said Claims. If a party that is entitled to vote has Claims (either scheduled or filed or both) against more than one of the Debtors based on the same transaction (e.g.; a Claim against one Debtor that was guaranteed by another Debtor), said party shall be entitled to one vote for numerosity purposes in a dollar amount based upon its Claim or Interest against one of the Debtors.

36. Any timely received Ballot that contains sufficient information to permit the identification of the claimant and is cast as an acceptance or rejection of the Plan shall be counted and shall be deemed to be cast as an acceptance or rejection, as the case may be, of the Plan. The foregoing general procedures shall be subject to the following exceptions:

- a) If a Claim is deemed an Allowed Claim in accordance with the Plan, such Claim shall be Allowed for voting purposes in the deemed allowed amount set forth in the Plan;
- b) If a Claim for which a proof of Claim has been timely filed is marked, in whole or in part, as contingent, unliquidated, or disputed, and that is not

subject to an objection filed by the Debtors, then such Claim shall be temporarily allowed for voting purposes only, and not for purposes of allowance or distribution, at \$1.00;

- c) If a Claim has been estimated or otherwise allowed for voting purposes by order of the Court, then such Claim shall be temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- d) If a Claim is not listed on the Schedules, or is scheduled at zero, in an unknown amount, or, in whole or in part, as unliquidated, contingent, or disputed, and a proof of Claim was not (a) timely filed by the applicable bar date (the Governmental Claims Bar Date for Governmental Units, the Administrative Expense Claims Bar Date for Administrative Expense Claims and the Bar Date for all other prepetition Claims) or (b) deemed timely filed by an order of the Bankruptcy Court prior to the Voting Deadline, then such Claim shall be disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c);
- e) If the Debtors have served and filed an objection to a Claim or any portion thereof, **and the party that filed such Claim has not filed a Rule 3018(a) Motion prior to the Rule 3018(a) Motion Deadline**, then such Claim shall be temporarily disallowed for voting purposes only and not for the purposes of the allowance or distribution, except to the extent and in the manner as may be set forth in the objection; and
- f) Ballots cast in amounts in excess of their allowed amount will only be counted to the extent of the Creditors' allowed Claim.

37. None of the Debtors, the Voting and Claims Agent or any other Person or Entity will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots, nor will any of them incur any liability for failure to provide such notification. The Voting and Claims Agent may either disregard, with no further notice, defective Ballots, or it may attempt to have defective Ballots cured.

38. The following Ballots shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

- a) Any Ballot received after the Voting Deadline unless the Debtors grant an extension of the Voting Deadline in writing with respect to such Ballot;

- b) Any Ballot that is illegible or contains insufficient information to permit the identification of the claimant;
- c) Any Ballot cast by a Person or Entity that does not hold a Claim in a Class that is entitled to vote to accept or reject the Plan;
- d) Any Ballot cast for a Claim not listed on the Schedules, or scheduled at zero, in an unknown amount, or, in whole or in part, as unliquidated, contingent, or disputed, and for which no proof of Claim was timely filed;
- e) Any Ballot that is properly completed, executed and timely filed, but (a) indicates both an acceptance and rejection of the Plan or (b) partially accepts and partially rejects the Plan;
- f) Any Ballot submitted by facsimile, telecopy or electronic mail;
- g) Any unsigned Ballot;
- h) Any Ballot sent to this Court, the Debtors, the Debtors' agents/representatives (other than the Voting and Claims Agent), administrative agent under any credit facility, or the Debtors' financial or legal advisors; ~~or~~
- i) Any Ballot executed by the holder of an Allowed Claim, but which does not indicate acceptance or rejection of the Plan; or
- j) ~~i)~~ Any Ballot not cast in accordance with the procedures approved in this Order;

39. Any duplicate Ballot will only be counted once. ~~Any properly completed and executed Ballot that does not indicate acceptance or rejection of the Plan shall be counted as a vote to accept the Plan.~~

40. Claims splitting is not permitted and Creditors who vote must vote all of their Claims within a particular Class to either accept or reject the Plan.

41. In the event that no votes to accept or reject the Plan are received with respect to a particular Class, such Class shall be deemed to have voted to accept the Plan.

V. Miscellaneous

42. The service of Solicitation Packages and other Notices and documents described

herein in the time and manner set forth in this Order constitutes adequate and sufficient notice of the Confirmation Hearing and no further notice is necessary.

43. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

44. Notwithstanding any applicable Bankruptcy Rule, the terms and conditions of this Order shall be immediately effective and enforceable upon its entirety.

45. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

46. The Debtors are authorized to make nonsubstantive changes to the Disclosure Statement, the Plan, the Ballots, the Notices and related documents without further order of the Court, including without limitation changes to correct typographical and grammatical errors, insert dates and to make conforming changes among the Disclosure Statement, the Plan, the Ballots, the Notices and any other materials in the Solicitation Package prior to mailing.

47. Copies of the Plan and Disclosure Statement and all pleadings and orders of the Bankruptcy Court are publicly available on the Court's website: www.deb.uscourts.gov. Additional copies are available for free on the website of the Voting and Claims Agent at www.bmcgroup.com/graceway, or can be requested by calling (888) 909-0100 from within the United States or +1 (310) 321-5555 if calling from outside the United States.

Dated: _____, 2012
Wilmington, Delaware

THE HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE

Chart A

Summary Chart of Approved Dates and Deadlines

<u>Event</u>	<u>Date/Deadline</u>
Service of Notice of Disclosure Statement Hearing	January 26, 2012
Objection Deadline for Disclosure Statement Hearing	February 23, 2012 at 4:00 p.m. Eastern Time
Disclosure Statement Hearing	March 1, 2012 at 11:00 a.m. Eastern Time
Voting Record Date	March 1, 2012
Solicitation Mailing Date (defined below)	March 6, 2012
<u>Service of Confirmation Hearing Notice</u>	<u>March 6, 2012</u>
Deadline to Publish Notice of Confirmation Hearing	March 9, 2012
Rule 3018(a) Motion Deadline	March 27 0 , 2012 at 4:00 p.m. Eastern Time
Objection Deadline for Confirmation Hearing	April 3, 2012 at 4:00 p.m. Eastern Time
Voting Deadline	April 3, 2012 at 4:00 p.m. Eastern Time
Confirmation Hearing	April 11, 2012 at 2:00 p.m. Eastern Time

EXHIBIT 1

Disclosure Statement Hearing Notice

**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

NOTICE OF DISCLOSURE STATEMENT HEARING

TO: ALL HOLDERS OF CLAIMS AGAINST, AND HOLDERS OF EQUITY INTERESTS IN, GRACEWAY PHARMACEUTICALS, LLC AND ITS AFFILIATES AND ALL OTHER PARTIES-IN-INTEREST IN THE ABOVE-CAPTIONED CHAPTER 11 CASES

PLEASE TAKE NOTICE THAT:

On ~~January~~February 25~~8~~, 2012, the above captioned debtors and debtors-in-possession (the "**Debtors**") filed their (i) **First Amended** Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et al. [**Docket No. 551**] (the "**Plan**") and (ii) Disclosure Statement for the Plan [**Docket No. 552**] (the "**Disclosure Statement**"). ~~The~~On January 25, 2012, the Debtors have filed ~~a~~the m~~Motion seeking of the Debtors for e~~Entry of an of an o~~Order (ia)~~ a Approving the Disclosure Statement ~~as containing "adequate information" pursuant to Section 1125 of the Bankruptcy Code, (iib)~~ e Establishing the Voting Record Date, Voting Deadline and ~~other~~Other dates, ~~(iiic)~~ a Approving ~~p~~Procedures forfor s Soliciting, ~~r~~Receiving andand ~~t~~Tabulating v Votes on the Plan and for ~~f~~Filing o Objections to the Plan and ~~(ivd)~~ a Approving ~~the~~the m Manner ~~andand f~~ Forms of ~~certainof a~~ Notices and Other Related Documents [**Docket No. 485**] (the "**Disclosure Statement Motion**").²

A hearing will held before the Honorable Peter J. Walsh, United States Bankruptcy Judge, on **March 1, 2012 at 11:00 a.m. prevailing Eastern Time**, in the United States

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175), Case No. 11-13037 (PJW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (PJW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (PJW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (PJW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (PJW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (PJW); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (PJW). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 400, Bristol, TN 37620 (Attn: John Bellamy). On October 4, 2011, Graceway Canada Company filed an application in the Ontario Superior Court of Justice (Commercial List) pursuant to the *Courts of Justice Act*, R.S.O. 1990, c. C. 43.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Disclosure Statement and ~~the~~ Disclosure Statement Motion, as applicable.

Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Wilmington, Delaware 19801-3024 (the “**Disclosure Statement Hearing**”), to consider the entry of an order approving the Disclosure Statement Motion. Please be advised that the Disclosure Statement Hearing may be continued from time to time by the Bankruptcy Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court and served on such parties as the Bankruptcy Court may order.

If you would like to obtain a copy of the Disclosure Statement, the Plan or related documents, you should contact BMC Group, Inc., the voting and claims agent retained by the Debtors in these Chapter 11 Cases (the “**Voting and Claims Agent**”), by: (i) calling the BMC Call Center at (888) 909-0100; (ii) visiting BMC’s website at: www.bmcgroup.com/graceway and/or (iii) writing to BMC Group, Inc., attn: Graceway Pharmaceuticals Solicitation Requests, PO Box 3020, Chanhassen, MN 55317-3020. You may also obtain copies of any pleadings filed in these Chapter 11 Case for a fee at: <http://www.deb.uscourts.gov> or free of charge at www.bmcgroup.com/graceway.

Objections, if any, to the adequacy of the Disclosure Statement or the relief sought in connection therewith must: (i) be made in writing; (ii) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware; (iii) state with particularity the legal and factual basis for the objection; and (iv) be filed with the Bankruptcy Court (contemporaneously with a proof of service), and be served upon the following parties so as to be **actually received** by each of them on or before **4:00 p.m. prevailing Eastern Time on February 23, 2012** (the “**Objection Deadline**”):

- a) Counsel to the Debtors, Latham & Watkins LLP, 233 South Wacker Drive, Suite 5800, Chicago, Illinois IL 60606 (Attn: Josef S. Athanas, Esq. and Matthew L. Warren, Esq.) (josef.athanas@lw.com and matthew.warren@lw.com) (fax: 312-993-9767) and Young Conaway Stargatt & Taylor LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware DE 19801 (Attn: Michael R. Nestor, Esq. and Kara Hammond Coyle, Esq.) (mnestor@ycst.com and kcoyle@ycst.com) (fax: 302-576-3472);
- b) Counsel to the Creditors’ Committee, Elliott Greenleaf, 1105 North Market Street, Suite 1700, P.O. Box 2327, Wilmington, DE 19801 (Attn: Rafael Xavier Zahralddin-Aravena) (rxza@elliottgreenleaf.com) (fax: 302-384-9399) and Lowenstein Sandler, 919 65 Livingston Avenue, Roseland, NJ 07068 (Attn: S. Jason Teele, Esq.) (steele@lowenstein.com) (fax: 973-597-2347);
- c) Special Bankruptcy and Restructuring Counsel to the Agent for the First Lien Lenders, Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, NY 10019 (Attn: Scott K. Charles, Esq. and Michael S. Benn, Esq.) (SKCharles@wlrk.com and MSBenn@wlrk.com) (fax: 212-403-2158) and DLA Piper LLP, 919 North Market Street, 15th Floor, Suite 1500,

Wilmington, DE 19801 (Attn: Stuart M. Brown, Esq.)
(stuart.brown@dlapiper.com) (fax: 302-778-7913);

- d) Financing Counsel to the Agent for the First Lien Lenders, Morgan Lewis, 225 Franklin Street, 16th Floor, Boston, Massachusetts MA 02110 (Attn: Sula Fisman, Esq.) (sfisman@morganlewis.com) (fax: 617-341-7701);
- e) Counsel to the Agent for the Second Lien Lenders, Sidley Austin LLP, One South Dearborn, Chicago, IL 60603 (Attn: Larry Nyhan, Esq. and Jeffrey E. Bjork, Esq.) (lnyhan@sidley.com and jbjork@sidley.com) (fax: 213-896-6600);
- f) Agent for the Mezzanine Lenders, Goldman Sachs Credit Partners L.P., 30 Hudson Street, 5th Floor, Jersey City, NJ 07302 (Attn: Michelle Latzoni) (gsd.link@gs.com) (fax: 212-357-4597);
- g) Receiver for Graceway Canada Company, ~~RSM-Richter~~ Duff & Phelps Canada Restructuring Inc., 200 King Street West, Suite 41002, Toronto, ON M5H 3T4 (Attn: Robert Kofman and David Sieradzki) (bobby.kofman@duffandphelps.com and david.sieradzki@duffandphelps.com) (fax: 647-497-9490);
- h) Counsel to the Receiver for Graceway Canada Company, Davies Ward Phillips & Vineberg LLP, 1 First Canadian Place, Suite 4400, P.O. Box 63, Toronto, ON M5X 1B1 (Attn: Jay Swartz) (jswartz@dwpy.com) (fax: 416-863-0871);
- i) Counsel to Graceway Canada Company, Goodmans LLP, Bay Adelaide Centre, 333 Bay Street, Suite 3400, Toronto, ON M5H 2S7 (Attn: Fred Myers, Joe Latham, and Caroline Descours) (fmyers@goodmans.ca, jlatham@goodmans.ca, and cdescours@goodmans.ca) (fax: 416-979-1234);
- j) The Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2213, Lockbox 35, Wilmington, Delaware DE 19801 (Attn: Juliet Sarkessian, Esq.) (Juliet.M.Sarkessian@usdoj.gov) (fax: 302-573-6497).

Only those objections made in writing and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court during the Disclosure Statement Hearing. If no objections to the Disclosure Statement Motion are timely and properly filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an order granting the Disclosure Statement Motion without further notice.

NO PERSON, INCLUDING THE VOTING AND CLAIMS AGENT, HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, INCLUDING LEGAL ADVICE, OR TO MAKE ANY REPRESENTATION, REGARDING THE DEBTORS OR THIS PLAN.

Wilmington, Delaware
_____, 2012

LATHAM & WATKINS LLP

David S. Heller
Josef S. Athanas
Matthew L. Warren
Suite 5800
233 South Wacker Drive
Chicago, Illinois 60606
Telephone: (312) 876-7700
Facsimile: (312) 993-9767

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

Michael R. Nestor (No. 3526)
Kara Hammond Coyle (No. 4410)
Rodney Square
1000 North King Street
Wilmington, DE 19801
Telephone: (302) 571-6600

ATTORNEYS FOR DEBTORS AND DEBTORS-IN-POSSESSION

Summary Report: Litéra® Change-Pro TDC 7.0.0.210 Document Comparison done on 2/28/2012 10:28:20 AM	
Style Name: L&W	
Original Filename: Original Document Name	
Original DMS: iw://US-DOCS/CH/1332010/1	
Modified Filename: Modified Document Name	
Modified DMS: iw://US-DOCS/CH/1332010/4	
Changes:	
<u>Add</u>	57
Delete	45
<i>Move From</i>	0
<i>Move To</i>	0
<u>Table Insert</u>	0
<u>Table Delete</u>	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Total Changes: Embedded Excel	1020Format Changes0

EXHIBIT 2

Notice of Non-Voting Status: Disputed Claims

**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

**NOTICE OF NON-VOTING STATUS TO HOLDERS OF CLAIMS OR INTERESTS
FOR WHICH AN OBJECTION HAS BEEN FILED BY THE DEBTORS**

PLEASE TAKE NOTICE THAT:

On ~~January~~February ~~25~~28, 2012, the above-captioned debtors and debtors-in-possession (the “**Debtors**”) filed their (i) First Amended Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et al. [Docket No. ~~—551~~] (the “**Plan**”) and (ii) Disclosure Statement for the Plan [Docket No. ~~—552~~] (the “**Disclosure Statement**”).² On March 1, 2012, the Bankruptcy Court entered an order (i) approving the Disclosure Statement as containing “adequate information” pursuant to Section 1125 of the Bankruptcy Code, (ii) establishing the Voting Record Date, Voting Deadline and other dates, (iii) approving procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan and (iv) approving the manner and forms of certain notices [Docket No. ____].

You are receiving this notice because you are the holder of an Interest or a Claim in a Voting Class that has ~~timely~~ filed a proof of claim ~~(or an untimely proof of claim which has been allowed as timely by the Court under applicable law on or before the applicable Voting Record Date)~~, which is subject, in whole or in part, to an objection filed by the Debtors. As a result, you are not entitled to vote on the Plan for any purpose and you have not been sent a

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175), Case No. 11-13037 (PJW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (PJW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (PJW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (PJW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (PJW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (PJW); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (PJW). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 400, Bristol, TN 37620 (Attn: John Bellamy). On October 4, 2011, Graceway Canada Company filed an application in the Ontario Superior Court of Justice (Commercial List) pursuant to the *Courts of Justice Act*, R.S.O. 1990, c. C. 43.

² Capitalized terms used but not otherwise defined herein will have the meanings set forth in the Plan, Disclosure Statement, and ~~the Motion seeking of the Debtors for e~~Entry of an o~~Order (ia) a~~Approving the Disclosure Statement as containing “adequate information” pursuant to Section 1125 of the Bankruptcy Code, (iib) e~~Establishing the Voting Record Date, Voting Deadline and other~~Other dates, ~~(iiic) a~~Approving p~~Procedures for for s~~Soliciting, r~~Receiving andand t~~Tabulating v~~otes on the Plan and for f~~Filing o~~Objections to the Plan and (ivd) a~~Approving thethe m~~Manner andand f~~Forms of certainof n~~Notices and Other Related Documents [Docket No. —485] (the “Disclosure Statement Motion”), filed on January 25, 2012), as applicable.~~

Solicitation Package³ or Ballot. If you disagree with the Debtors' classification or status of your Claim or Interest, then you MUST file with the Bankruptcy Court and serve upon the Notice Parties (defined and listed below), on or before 4:00 p.m. prevailing Eastern Time on March 27~~0~~, 2012 (the "**Rule 3018(a) Motion Deadline**"), a motion requesting temporary allowance of your Claim or Interest solely for voting purposes in accordance with Bankruptcy Rule 3018 (such motion, the "**Rule 3018(a) Motion**"); *provided, however*, that if the Debtors object to a Claim or Interest on or after the date that is ~~seventen~~ (**710**) days before the original Rule 3018(a) Motion Deadline, then the Rule 3018(a) Motion Deadline shall be extended as to such Claim or Interest such that the holder thereof shall have at least ~~seventen~~ (**710**) days to file a Rule 3018(a) Motion. No later than four (4) days after the filing and service of such Rule 3018(a) Motion, the Voting and Claims Agent (defined below) will send you a Solicitation Package, including the appropriate Ballot, and a pre-addressed, postage pre-paid envelope, which you must then return your Ballot according to the instructions attached thereto so it is **actually received** by the Voting and Claims Agent on or before 4:00 p.m. prevailing Eastern Time on April 3, 2012 (the "**Voting Deadline**"). Please be advised that the Debtors reserve all of their rights and objections regarding any and all Rule 3018(a) Motions that may be filed with the Bankruptcy Court and that the distribution of a Solicitation Package is not and shall not constitute a waiver or release of such rights and objections. Any party timely filing and serving a Rule 3018(a) Motion shall be provided a Ballot and be permitted to cast a provisional vote to accept or reject the Plan. If, and to the extent that, the Debtors and such party are unable to resolve the issues raised by the Rule 3018(a) Motion prior to the Voting Deadline, then at the Confirmation Hearing this Court shall determine whether the provisional Ballot should be counted as a vote on the Plan.

³ The Solicitation Package (as defined in the Disclosure Statement Motion) includes, among other things, a copy of the Plan and Disclosure Statement.

The Confirmation Hearing to consider confirmation of the Plan will commence at **2:00 p.m. prevailing Eastern Time on April 11, 2012**, before the Honorable Peter J. Walsh, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 6th Floor, Wilmington, Delaware 19801. The Confirmation Hearing may be continued from time to time by the Bankruptcy Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court and served on such parties as the Bankruptcy Court may order. Moreover, the Plan may be modified or amended, if necessary, pursuant to Section 1127 of the Bankruptcy Code, prior to, during or as a result of the Confirmation Hearing, without further notice to parties in interest.

The deadline for filing objections to the Plan is **April 3, 2012 at 4:00 p.m. prevailing Eastern Time** (the “**Confirmation Objection Deadline**”). Any objection to the Plan must: (i) be in writing; (ii) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware; (iii) state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (iv) be filed, contemporaneously with a proof of service, with the Bankruptcy Court and served so that it is **actually received** no later than the Confirmation Objection Deadline by the following parties (the “**Notice Parties**”). CONFIRMATION OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH HEREIN MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT AND MAY BE OVERRULED WITHOUT FURTHER NOTICE.

Notice Parties

- a) Counsel to the Debtors, Latham & Watkins LLP, 233 South Wacker Drive, Suite 5800, Chicago, IL 60606 (Attn: Josef S. Athanas, Esq. and Matthew L. Warren, Esq.) (josef.athanas@lw.com and matthew.warren@lw.com) (fax: 312-993-9767) and Young Conaway Stargatt & Taylor LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: Michael R. Nestor, Esq. and Kara Hammond Coyle, Esq.) (mnestor@ycst.com and kcoyle@ycst.com) (fax: 302-576-3472);
- b) Counsel to the Creditors' Committee, Elliott Greenleaf, 1105 North Market Street, Suite 1700, P.O. Box 2327, Wilmington, DE 19801 (Attn: Rafael Xavier Zahralddin-Aravena) (rxza@elliottgreenleaf.com) (fax: 302-384-9399) and Lowenstein Sandler, 919 65 Livingston Avenue, Roseland, NJ 07068 (Attn: S. Jason Teele, Esq.) (steale@lowenstein.com) (fax: 973-597-2347);
- c) Special Bankruptcy and Restructuring Counsel to the Agent for the First Lien Lenders, Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, NY 10019 (Attn: Scott K. Charles, Esq. and Michael S. Benn, Esq.) (SKCharles@wlrk.com and MSBenn@wlrk.com) (fax: 212-403-2158) and DLA Piper LLP, 919 North Market Street, 15th Floor, Suite 1500, Wilmington, DE 19801 (Attn: Stuart M. Brown, Esq.) (stuart.brown@dlapiper.com) (fax: 302-778-7913);

- d) Financing Counsel to the Agent for the First Lien Lenders, Morgan Lewis, 225 Franklin Street, 16th Floor, Boston, MA 02110 (Attn: Sula Fiszman, Esq.) (sfiszman@morganlewis.com) (fax: 617-341-7701);
- e) Counsel to the Agent for the Second Lien Lenders, Sidley Austin LLP, One South Dearborn, Chicago, IL 60603 (Attn: Larry Nyhan, Esq. and Jeffrey E. Bjork, Esq.) (lnyhan@sidley.com and jbjork@sidley.com) (fax: 213-896-6600);
- f) Agent for the Mezzanine Lenders, Goldman Sachs Credit Partners L.P., 30 Hudson Street, 5th Floor, Jersey City, NJ 07302 (Attn: Michelle Latzoni) (gsd.link@gs.com) (fax: 212-357-4597);
- g) Receiver for Graceway Canada Company, ~~RSM-Richter~~ **Duff & Phelps Canada Restructuring** Inc., 200 King Street West, Suite 41002, Toronto, ON M5H 3T4 (Attn: Robert Kofman and David Sieradzki) (bobby.kofman@duffandphelps.com and david.sieradzki@duffandphelps.com) (fax: 647-497-9490);
- h) Counsel to the Receiver for Graceway Canada Company, Davies Ward Phillips & Vineberg LLP, 1 First Canadian Place, Suite 4400, P.O. Box 63, Toronto, ON M5X 1B1 (Attn: Jay Swartz) (jswartz@dwpv.com) (fax: 416-863-0871);
- i) Counsel to Graceway Canada Company, Goodmans LLP, Bay Adelaide Centre, 333 Bay Street, Suite 3400, Toronto, ON M5H 2S7 (Attn: Fred Myers, Joe Latham, and Caroline Descours) (fmyers@goodmans.ca, jlatham@goodmans.ca, and cdescours@goodmans.ca) (fax: 416-979-1234);
- j) The Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2213, Lockbox 35, Wilmington, DE 19801 (Attn: Juliet Sarkessian, Esq.) (Juliet.M.Sarkessian@usdoj.gov) (fax: 302-573-6497).

If you would like to obtain a Solicitation Package (excluding Ballots) or if you have questions regarding the procedures and requirements for objecting to the Plan, you may contact BMC Group, Inc., the voting and claims agent retained by the Debtors in these Chapter 11 Cases (the "**Voting and Claims Agent**"), by: (i) calling the BMC Call Center at (888) 909-0100; (ii) visiting BMC's website at: www.bmcgroup.com/graceway and/or (iii) writing to BMC Group, Inc., attn: Graceway Pharmaceuticals Solicitation Requests, PO Box 3020, Chanhassen, MN 55317-3020. You may also obtain copies of any pleadings filed in these Chapter 11 Case for a fee at: <http://www.deb.uscourts.gov> or free of charge at www.bmcgroup.com/graceway.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, PLEASE CONTACT THE VOTING AND CLAIMS AGENT AT THE NUMBER OR ADDRESS SPECIFIED ABOVE.

NO PERSON, INCLUDING THE VOTING AND CLAIMS AGENT, HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, INCLUDING LEGAL ADVICE, OR TO MAKE ANY REPRESENTATION, REGARDING THE DEBTORS OR THIS PLAN.

Wilmington, Delaware
_____, 2012

LATHAM & WATKINS LLP

David S. Heller
Josef S. Athanas
Matthew L. Warren
Suite 5800
233 South Wacker Drive
Chicago, IL 60606
Telephone: (312) 876-7700
Facsimile: (312) 993-9767

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

Michael R. Nestor (No. 3526)
Kara Hammond Coyle (No. 4410)
Rodney Square
1000 North King Street
Wilmington, DE 19801
Telephone: (302) 571-6600

ATTORNEYS FOR DEBTORS AND DEBTORS-IN-POSSESSION

Summary Report: Litéra® Change-Pro TDC 7.0.0.210 Document Comparison done on 2/28/2012 10:29:14 AM	
Style Name: L&W	
Original Filename: Original Document Name	
Original DMS: iw://US-DOCS/CH/1325921/1	
Modified Filename: Modified Document Name	
Modified DMS: iw://US-DOCS/CH/1325921/4	
Changes:	
<u>Add</u>	60
Delete	46
<i>Move From</i>	0
<i>Move To</i>	0
<u>Table Insert</u>	0
<u>Table Delete</u>	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Total Changes: Embedded Excel	1060Format Changes0

EXHIBIT 3A

**Ballot for Holders of Class 2
First Lien Facility Claim**

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

BALLOT FOR VOTING ON THE ABOVE-CAPTIONED DEBTORS' CHAPTER 11 PLAN

Class 2 – First Lien Facility Claims

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS BALLOT.

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT
IT IS ACTUALLY RECEIVED BY THE VOTING AND CLAIMS AGENT ON OR BEFORE
4:00 P.M. PREVAILING EASTERN TIME ON APRIL 3, 2012 (THE “VOTING DEADLINE”).**

The above-captioned debtors and debtors-in-possession (the “Debtors”) are soliciting votes with respect to the First Amended Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et al. [Docket No. 551] (as may be amended from time to time, the “Plan”) as set forth in the Disclosure Statement for the Plan [Docket No. 552] (the “Disclosure Statement”). The Bankruptcy Court² has approved the Disclosure Statement as containing adequate information pursuant to Section 1125 of the Bankruptcy Code, by entry of an order on March 1, 2012 [Docket No.] (the “Disclosure Statement Order”). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

You are receiving this Ballot because our records indicate that you are a direct holder of a Class 2 First Lien Facility Claim, as of the Voting Record Date (the close of business on March 1, 2012). Accordingly, you have

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175), Case No. 11-13037 (PJW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (PJW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (PJW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (PJW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (PJW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (PJW); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (PJW). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 400, Bristol, TN 37620 (Attn: John Bellamy). On October 4, 2011, Graceway Canada Company filed an application in the Ontario Superior Court of Justice (Commercial List) pursuant to the *Courts of Justice Act*, R.S.O. 1990, c. C. 43.

² Capitalized terms used but not otherwise defined herein will have the meanings set forth in the Plan, Disclosure Statement, and the Motion seeking of the Debtors for ~~e~~Entry of ~~an~~ an ~~o~~Order ~~(ia)~~ a Approving the Disclosure Statement as containing “adequate information” pursuant to Section 1125 of the Bankruptcy Code, ~~(iih)~~ e Establishing the Voting Record Date, Voting Deadline and ~~other~~ Other dates, ~~(iiic)~~ a Approving p Procedures for for s Soliciting, r Receiving and and t Tabulating v Votes on the Plan and for f Filing o Objections to the Plan and ~~(ivd)~~ a Approving the the m Manner and and f Forms of certain of n Notices and Other Related Documents [Docket No. 485], filed on January 25, 2012, as applicable..

a right to vote to accept or reject the Plan.

Your rights are described in the Disclosure Statement, which is included (along with the Plan, Disclosure Statement Order and certain other materials) in the Solicitation Package you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may contact BMC Group, Inc., the voting and claims agent retained by the Debtors in these Chapter 11 Cases (the **"Voting and Claims Agent"**), by: (i) calling the BMC Call Center at (888) 909-0100; (ii) visiting BMC's website at: www.bmcgroup.com/graceway and/or (iii) writing to BMC Group, Inc., attn: Graceway Pharmaceuticals Solicitation Requests, PO Box 3020, Chanhassen, MN 55317-3020. You may also obtain copies of any pleadings filed in these Chapter 11 Case for a fee at: <http://www.deb.uscourts.gov> or free of charge at www.bmcgroup.com/graceway.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Voting and Claims Agent immediately at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 2 – First Lien Facility Claims under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

The Bankruptcy Court can confirm the Plan and bind you if the Plan is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of Section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class rejecting the Plan and (b) otherwise satisfies the requirements of Section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote or affirmatively vote to reject the Plan. To have your vote counted, you must complete, sign and return this Ballot to the Claims and Voting Agent by the Voting Deadline.

Class 2 — First Lien Facility Claims

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement.
2. To ensure that your vote is counted, you must complete the Ballot and take the following steps: (a) make sure that the information required by Item 1 below has been inserted (if you do not know the amount of your Claim, please contact the Voting and Claims Agent); (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 below; (c) provide the information required by Item 3 below and (d) sign, date and return an original of your Ballot to the address set forth on the enclosed pre-addressed envelope.
3. If a Ballot is received after the Voting Deadline, it will not be counted, unless the Debtors have granted an extension of the Voting Deadline in writing with respect to such Ballot. Additionally, the following Ballots will **NOT** be counted:
 - any Ballot that is illegible or contains insufficient information to permit the identification of the claimant;
 - any Ballot cast by a Person or Entity that does not hold a Claim in a class that is entitled to vote to accept or reject the Plan;
 - any Ballot cast for a Claim that is not listed on the Schedules, or that is scheduled at zero, in an unknown amount, or, in whole or in part, as unliquidated, contingent, or disputed, and for which no proof of Claim was timely filed;
 - any Ballot that is properly completed, executed and timely filed, but (a) indicates both an acceptance and rejection of the Plan or (b) partially accepts and partially rejects the Plan;
 - any Ballot submitted by facsimile, telecopy or electronic mail;
 - any unsigned Ballot or Ballot not bearing an original signature;
 - any Ballot sent to anyone other than the Voting and Claims Agent, including, but not limited to, any Ballot sent to the Debtors, the Debtors' agents/representatives (other than the Voting and Claims Agent), any indenture trustee, or the Debtors' financial or legal advisors; and/or
 - any Ballot executed by the holder of an Allowed Claim, but which does not indicate acceptance or rejection of the Plan; and/or
 - any Ballot not cast in accordance with the procedures approved in the Disclosure Statement Order.
- ~~4. Any properly completed and executed Ballot that does not indicate acceptance or rejection of the Plan shall be counted as a vote to accept the Plan.~~
- ~~4.~~ 5. The method of delivery of Ballots to the Voting and Claims Agent is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Voting and Claims Agent actually receives the originally executed Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure timely delivery.
- ~~5.~~ 6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to

the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.

6. ~~7.~~ You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Further, if a holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
7. ~~8.~~ The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Voting and Claims Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
8. ~~9.~~ This Ballot does not constitute, and shall not be deemed to be, (a) a proof of Claim or (b) an assertion or admission of a Claim.
9. ~~10.~~ Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Voting and Claims Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
10. ~~11.~~ If you hold Claims in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claims indicated on that Ballot, so please complete and return each Ballot you received.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,**

PLEASE CALL THE VOTING AND CLAIMS AGENT AT: (888) 909-0100.

**IF THE VOTING AND CLAIMS AGENT DOES NOT ACTUALLY RECEIVE
THIS BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS 4:00 P.M.
PREVAILING EASTERN TIME ON APRIL 3, 2012, THEN YOUR VOTE
TRANSMITTED HEREBY WILL NOT BE COUNTED.**

NO PERSON, INCLUDING THE VOTING AND CLAIMS AGENT, HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, INCLUDING LEGAL ADVICE, OR TO MAKE ANY REPRESENTATION, REGARDING THE DEBTORS OR THIS PLAN.

Wilmington, Delaware
_____, 2012

LATHAM & WATKINS LLP

David S. Heller

Josef S. Athanas

Matthew L. Warren

Suite 5800

233 South Wacker Drive

Chicago, IL 60606

Telephone: (312) 876-7700

Facsimile: (312) 993-9767

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Michael R. Nestor (No. 3526)

Kara Hammond Coyle (No. 4410)

Rodney Square

1000 North King Street

Wilmington, DE 19801

Telephone: (302) 571-6600

ATTORNEYS FOR DEBTORS AND DEBTORS-IN-POSSESSION

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date (the close of business on March 1, 2012), the undersigned was the holder of a Class 2 First Lien Claim against the Debtors in the following unpaid amount (insert unpaid amount in box below if not already completed):

\$ _____

Item 2. Vote on Plan.

The holder of a Class 2 First Lien Facility Claim against the Debtors set forth in Item 1 above votes to (please check one box below):

☐ <u>ACCEPT</u> (vote FOR) the Plan	☐ <u>REJECT</u> (vote AGAINST) the Plan
---	---

THE DEBTORS RECOMMEND THAT YOU VOTE TO ACCEPT THE PLAN.

IMPORTANT INFORMATION REGARDING THE THIRD PARTY RELEASE:

BY VOTING, I ACKNOWLEDGE THAT A VOTE TO ACCEPT THE PLAN IS ALSO A VOTE TO ACCEPT THE RELEASE BY THE CLAIM HOLDER OF THE RELEASED PARTIES AS SET FORTH IN ARTICLE XI OF THE PLAN.

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- (a) that either: (i) the undersigned is the holder of a Class 2 Claim being voted; or (ii) the undersigned is an authorized signatory for an Entity that is a holder of a Class 2 Claim being voted, and, in either case, has the full power and authority to vote to accept or reject the Plan with respect to the Claims identified in Item 1 above;
- (b) that the undersigned has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the undersigned has cast the same vote with respect to all Class 2 Claim in a single Class; and
- (d) that no other Ballots with respect to the amount of a Class 2 Claim identified in Item 1 above have been cast or, if any other Ballots have been cast with respect to such a Claim, then any such earlier Ballots are hereby revoked.

Name of holder:	
	(Print or Type)
Social Security or Federal Tax Identification Number:	
Signature:	
Name of Signatory:	
	(If other than holder)
Title:	
Address:	
Telephone:	
Date Completed:	

No fees, commissions or other remuneration will be payable to any Person for soliciting votes on the Plan.

If your address or contact information has changed, please note the new information here.

**PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND
RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED TO:**

By regular US mail:

BMC Group, Inc.
Attn: Graceway Pharmaceuticals Ballot Processing
PO Box 3020
Chanhassen, MN 55317-3020
Telephone: (888) 909-0100

By Messenger or overnight courier:

BMC Group, Inc.
Attn: Graceway Pharmaceuticals Ballot Processing
18675 Lake Drive East
Chanhassen, MN 55317
Telephone: (888) 909-0100

THIS BALLOT MUST BE **ACTUALLY RECEIVED**
BY THE VOTING AND CLAIMS AGENT ON OR BEFORE:

4:00 P.M. PREVAILING EASTERN TIME ON APRIL 3, 2012.

**BALLOTS SENT BY FACSIMILE, TELECOPY
OR ELECTRONIC MAIL WILL NOT BE ACCEPTED**

Summary Report: Litéra® Change-Pro TDC 7.0.0.210 Document Comparison done on 2/28/2012 10:30:16 AM	
Style Name: L&W	
Original Filename: Original Document Name	
Original DMS: iw://US-DOCS/CH/1326002/1	
Modified Filename: Modified Document Name	
Modified DMS: iw://US-DOCS/CH/1326002/4	
Changes:	
<u>Add</u>	51
Delete	50
<i>Move From</i>	1
<i>Move To</i>	1
<u>Table Insert</u>	0
<u>Table Delete</u>	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Total Changes: Embedded Excel	1030Format Changes0

--

EXHIBIT 3B

**Ballot for Holders of Class 3
Second Lien Facility Claim**

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

BALLOT FOR VOTING ON THE ABOVE-CAPTIONED DEBTORS' CHAPTER 11 PLAN

Class 3 – Second Lien Facility Claims

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS BALLOT.

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT
IT IS ACTUALLY RECEIVED BY THE VOTING AND CLAIMS AGENT ON OR BEFORE
4:00 P.M. PREVAILING EASTERN TIME ON APRIL 3, 2012 (THE "VOTING DEADLINE").**

The above-captioned debtors and debtors-in-possession (the "**Debtors**") are soliciting votes with respect to the **First Amended** Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et al. [Docket No. 551] (as may be amended from time to time, the "**Plan**") as set forth in the Disclosure Statement for the Plan [Docket No. 552] (the "**Disclosure Statement**"). The Bankruptcy Court² has approved the Disclosure Statement as containing adequate information pursuant to Section 1125 of the Bankruptcy Code, by entry of an order on March 1, 2012 [Docket No.] (the "**Disclosure Statement Order**"). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You are receiving this Ballot because our records indicate that you are a direct holder of a Class 3 Second Lien Facility Claim, as of the Voting Record Date (the close of business on March 1, 2012). Accordingly, you have a right to vote to accept or reject the Plan.

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175), Case No. 11-13037 (PJW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (PJW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (PJW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (PJW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (PJW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (PJW); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (PJW). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 400, Bristol, TN 37620 (Attn: John Bellamy). On October 4, 2011, Graceway Canada Company filed an application in the Ontario Superior Court of Justice (Commercial List) pursuant to the *Courts of Justice Act*, R.S.O. 1990, c. C. 43.

² Capitalized terms used but not otherwise defined herein will have the meanings set forth in the Plan, Disclosure Statement, and the Motion ~~seeking of the Debtors for e~~Entry of an ~~of an e~~Order (i) ~~a~~Approving the Disclosure Statement as containing "adequate information" pursuant to Section 1125 of the Bankruptcy Code, (ii) ~~e~~Establishing the Voting Record Date, Voting Deadline and ~~other~~Other dates, (iii) ~~a~~Approving ~~p~~Procedures ~~for for s~~Soliciting, ~~r~~Receiving ~~and and t~~Tabulating ~~v~~Votes on the Plan and for ~~f~~Filing ~~e~~Objections to the Plan and (iv) ~~a~~Approving ~~the the m~~Manner ~~and and f~~Forms of certain ~~of n~~Notices ~~and Other Related Documents~~ [Docket No. 485], filed on January 25, 2012, as applicable.

Your rights are described in the Disclosure Statement, which is included (along with the Plan, Disclosure Statement Order and certain other materials) in the Solicitation Package you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may contact BMC Group, Inc., the voting and claims agent retained by the Debtors in these Chapter 11 Cases (the **"Voting and Claims Agent"**), by: (i) calling the BMC Call Center at (888) 909-0100; (ii) visiting BMC's website at: www.bmcgroup.com/graceway and/or (iii) writing to BMC Group, Inc., attn: Graceway Pharmaceuticals Solicitation Requests, PO Box 3020, Chanhassen, MN 55317-3020. You may also obtain copies of any pleadings filed in these Chapter 11 Case for a fee at: <http://www.deb.uscourts.gov> or free of charge at www.bmcgroup.com/graceway.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Voting and Claims Agent immediately at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 3 – Second Lien Facility Claims under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

The Bankruptcy Court can confirm the Plan and bind you if the Plan is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of Section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class rejecting the Plan and (b) otherwise satisfies the requirements of Section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote or affirmatively vote to reject the Plan. To have your vote counted, you must complete, sign and return this Ballot to the Claims and Voting Agent by the Voting Deadline.

Class 3 — Second Lien Facility Claims

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement.
2. To ensure that your vote is counted, you must complete the Ballot and take the following steps: (a) make sure that the information required by Item 1 below has been inserted (if you do not know the amount of your claim, please contact the Voting and Claims Agent); (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 below; (c) provide the information required by Item 3 below and (d) sign, date and return an original of your Ballot to the address set forth on the enclosed pre-addressed envelope.
3. If a Ballot is received after the Voting Deadline, it will not be counted, unless the Debtors have granted an extension of the Voting Deadline in writing with respect to such Ballot. Additionally, the following Ballots will **NOT** be counted:
 - any Ballot that is illegible or contains insufficient information to permit the identification of the claimant;
 - any Ballot cast by a Person or Entity that does not hold a Claim in a class that is entitled to vote to accept or reject the Plan;
 - any Ballot cast for a Claim that is not listed on the Schedules, or that is scheduled at zero, in an unknown amount, or, in whole or in part, as unliquidated, contingent, or disputed, and for which no proof of Claim was ~~timely~~-filed;
 - any Ballot that is properly completed, executed and timely filed, but (a) indicates both an acceptance and rejection of the Plan or (b) partially accepts and partially rejects the Plan;
 - any Ballot submitted by facsimile, telecopy or electronic mail;
 - any unsigned Ballot or Ballot not bearing an original signature;
 - any Ballot sent to anyone other than the Voting and Claims Agent, including, but not limited to, any Ballot sent to the Debtors, the Debtors' agents/representatives (other than the Voting and Claims Agent), any indenture trustee, or the Debtors' financial or legal advisors; and/or
 - any Ballot executed by the holder of an Allowed Claim, but which does not indicate acceptance or rejection of the Plan; and/or
 - any Ballot not cast in accordance with the procedures approved in the Disclosure Statement Order.
- ~~4. Any properly completed and executed Ballot that does not indicate acceptance or rejection of the Plan shall be counted as a vote to accept the Plan.~~
- ~~4.~~ 5. The method of delivery of Ballots to the Voting and Claims Agent is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Voting and Claims Agent actually receives the originally executed Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure timely delivery.
- ~~5.~~ 6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to

the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.

6. ~~7.~~ You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Further, if a holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
7. ~~8.~~ The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Voting and Claims Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
8. ~~9.~~ This Ballot does not constitute, and shall not be deemed to be, (a) a proof of Claim or (b) an assertion or admission of a Claim.
9. ~~10.~~ Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Voting and Claims Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
10. ~~11.~~ If you hold Claims in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claims indicated on that Ballot, so please complete and return each Ballot you received.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,**

PLEASE CALL THE VOTING AND CLAIMS AGENT AT: (888) 909-0100.

**IF THE VOTING AND CLAIMS AGENT DOES NOT ACTUALLY RECEIVE
THIS BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS 4:00 P.M.
PREVAILING EASTERN TIME ON APRIL 3, 2012, THEN YOUR VOTE
TRANSMITTED HEREBY WILL NOT BE COUNTED.**

NO PERSON, INCLUDING THE VOTING AND CLAIMS AGENT, HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, INCLUDING LEGAL ADVICE, OR TO MAKE ANY REPRESENTATION, REGARDING THE DEBTORS OR THIS PLAN.

Wilmington, Delaware
_____, 2012

LATHAM & WATKINS LLP

David S. Heller

Josef S. Athanas

Matthew L. Warren

Suite 5800

233 South Wacker Drive

Chicago, IL 60606

Telephone: (312) 876-7700

Facsimile: (312) 993-9767

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Michael R. Nestor (No. 3526)

Kara Hammond Coyle (No. 4410)

Rodney Square

1000 North King Street

Wilmington, DE 19801

Telephone: (302) 571-6600

ATTORNEYS FOR DEBTORS AND DEBTORS-IN-POSSESSION

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date (the close of business on March 1, 2012), the undersigned was the holder of a Class 3 Second Lien Facility Claim against the Debtors in the following unpaid amount (insert unpaid amount in box below if not already completed):

\$ _____

Item 2. Vote on Plan.

The holder of a Class 3 Second Lien Facility Claim against the Debtors set forth in Item 1 above votes to (please check one box below):

☐ <u>ACCEPT</u> (vote FOR) the Plan	☐ <u>REJECT</u> (vote AGAINST) the Plan
---	---

THE DEBTORS RECOMMEND THAT YOU VOTE TO ACCEPT THE PLAN.

IMPORTANT INFORMATION REGARDING THE THIRD PARTY RELEASE:

BY VOTING, I ACKNOWLEDGE THAT A VOTE TO ACCEPT THE PLAN IS ALSO A VOTE TO ACCEPT THE RELEASE BY THE CLAIM HOLDER OF THE RELEASED PARTIES AS SET FORTH IN ARTICLE XI OF THE PLAN.

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- (a) that either: (i) the undersigned is the holder of the Class 3 Claims being voted; or (ii) the undersigned is an authorized signatory for an Entity that is a holder of the Class 3 Claims being voted, and, in either case, has the full power and authority to vote to accept or reject the Plan with respect to the Claims identified in Item 1 above;
- (b) that the undersigned has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the undersigned has cast the same vote with respect to all Class 3 Claims in a single Class; and
- (d) that no other Ballots with respect to the amount of the Class 3 Claims identified in Item 1 above have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Name of holder:	
	(Print or Type)
Social Security or Federal Tax Identification Number:	
Signature:	
Name of Signatory:	
	(If other than holder)
Title:	
Address:	
Telephone:	
Date Completed:	

No fees, commissions or other remuneration will be payable to any Person for soliciting votes on the Plan.

If your address or contact information has changed, please note the new information here.

**PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND
RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED TO:**

By regular US mail:

BMC Group, Inc.
Attn: Graceway Pharmaceuticals Ballot Processing
PO Box 3020
Chanhassen, MN 55317-3020
Telephone: (888) 909-0100

By Messenger or overnight courier:

BMC Group, Inc.
Attn: Graceway Pharmaceuticals Ballot Processing
18675 Lake Drive East
Chanhassen, MN 55317
Telephone: (888) 909-0100

THIS BALLOT MUST BE ACTUALLY RECEIVED
BY THE VOTING AND CLAIMS AGENT ON OR BEFORE:

4:00 P.M. PREVAILING EASTERN TIME ON APRIL 3, 2012.

**BALLOTS SENT BY FACSIMILE, TELECOPY
OR ELECTRONIC MAIL WILL NOT BE ACCEPTED**

Summary Report: Litéra® Change-Pro TDC 7.0.0.210 Document Comparison done on 2/28/2012 10:31:23 AM	
Style Name: L&W	
Original Filename: Original Document Name	
Original DMS: iw://US-DOCS/CH/1326016/1	
Modified Filename: Modified Document Name	
Modified DMS: iw://US-DOCS/CH/1326016/4	
Changes:	
<u>Add</u>	52
Delete	49
<i>Move From</i>	1
<i>Move To</i>	1
<u>Table Insert</u>	0
Table Delete	1
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Total Changes: Embedded Excel	1040Format Changes0

--

EXHIBIT 3C

**Ballot for Holders of Class 5
General Unsecured Claims**

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

BALLOT FOR VOTING ON THE ABOVE-CAPTIONED DEBTORS' CHAPTER 11 PLAN

Class 5 – General Unsecured Claims

PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS FOR
COMPLETING THIS BALLOT CAREFULLY BEFORE COMPLETING THIS BALLOT.

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED SO THAT
IT IS ACTUALLY RECEIVED BY THE VOTING AND CLAIMS AGENT ON OR BEFORE
4:00 P.M. PREVAILING EASTERN TIME ON APRIL 3, 2012 (THE "VOTING DEADLINE").**

The above-captioned debtors and debtors-in-possession (the "Debtors") are soliciting votes with respect to the First Amended Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et al. [Docket No. 551] (as may be amended from time to time, the "Plan") as set forth in the Disclosure Statement for the Plan [Docket No. 552] (the "Disclosure Statement"). The Bankruptcy Court² has approved the Disclosure Statement as containing adequate information pursuant to Section 1125 of the Bankruptcy Code, by entry of an order on March 1, 2012 [Docket No.] (the "Disclosure Statement Order"). Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You are receiving this Ballot because our records indicate that you are a direct holder of a Class 5 General Unsecured Claim, as of the Voting Record Date (the close of business on March 1, 2012). Accordingly, you have a right to vote to accept or reject the Plan. Additionally, you may be receiving this Ballot if you have asserted an Other Secured Claim. If you have asserted such Other Secured Claim and believe a portion of your asserted

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175), Case No. 11-13037 (PJW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (PJW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (PJW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (PJW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (PJW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (PJW); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (PJW). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 400, Bristol, TN 37620 (Attn: John Bellamy). On October 4, 2011, Graceway Canada Company filed an application in the Ontario Superior Court of Justice (Commercial List) pursuant to the *Courts of Justice Act*, R.S.O. 1990, c. C. 43.

² Capitalized terms used but not otherwise defined herein will have the meanings set forth in the Plan, Disclosure Statement, and the Motion ~~seeking of the Debtors for e~~Entry of an ~~an~~ Order (ia) ~~a~~Approving the Disclosure Statement ~~as containing "adequate information" pursuant to Section 1125 of the Bankruptcy Code,~~ (iib) ~~e~~Establishing the Voting Record Date, Voting Deadline and ~~other~~Other dates, (iiic) ~~a~~Approving ~~p~~Procedures ~~for for s~~Soliciting, ~~r~~Receiving ~~and and t~~Tabulating ~~v~~Votes on the Plan and for ~~f~~Filing ~~e~~Objections to the Plan and (ivd) ~~a~~Approving ~~the the m~~Manner ~~and and f~~Forms of certain ~~of n~~Notices ~~and Other Related Documents~~ [Docket No. 485], filed on January 25, 2012), as applicable.

Other Secured Claim should be treated as, and counted as for voting purposes, a Class 5 General Unsecured Claim, you may indicate your vote to accept or reject the Plan with respect to such portion of your claim that shall be treated as a Class 5 General Unsecured Claim.

Your rights are described in the Disclosure Statement, which is included (along with the Plan, Disclosure Statement Order and certain other materials) in the Solicitation Package you are receiving with this Ballot. If you need to obtain additional solicitation materials, you may contact BMC Group, Inc., the voting and claims agent retained by the Debtors in these Chapter 11 Cases (the **"Voting and Claims Agent"**), by: (i) calling the BMC Call Center at (888) 909-0100; (ii) visiting BMC's website at: www.bmcgroup.com/graceway and/or (iii) writing to BMC Group, Inc., attn: Graceway Pharmaceuticals Solicitation Requests, PO Box 3020, Chanhassen, MN 55317-3020. You may also obtain copies of any pleadings filed in these Chapter 11 Case for a fee at: <http://www.deb.uscourts.gov> or free of charge at www.bmcgroup.com/graceway.

This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. If you believe you have received this Ballot in error, or if you believe that you have received the wrong Ballot, please contact the Voting and Claims Agent immediately at the address or telephone number set forth above.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the Plan's classification and treatment of your Claim. Your Claim has been placed in Class 5 – General Unsecured Claims under the Plan. If you hold Claims in more than one Class, you will receive a Ballot for each Class in which you are entitled to vote.

The Bankruptcy Court can confirm the Plan and bind you if the Plan is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of Section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class rejecting the Plan and (b) otherwise satisfies the requirements of Section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote or affirmatively vote to reject the Plan. To have your vote counted, you must complete, sign and return this Ballot to the Claims and Voting Agent by the Voting Deadline.

Class 5 — General Unsecured Claims

INSTRUCTIONS FOR COMPLETING THIS BALLOT

1. The Debtors are soliciting the votes of holders of Claims with respect to the Plan attached as Exhibit A to the Disclosure Statement.
2. To ensure that your vote is counted, you must complete the Ballot and take the following steps: (a) make sure that the information required by Item 1 below has been inserted (if you do not know the amount of your claim, please contact the Voting and Claims Agent); (b) clearly indicate your decision either to accept or reject the Plan in the boxes provided in Item 2 below; (c) provide the information required by Item 3 below and (d) sign, date and return an original of your Ballot to the address set forth on the enclosed pre-addressed envelope.
3. If a Ballot is received after the Voting Deadline, it will not be counted, unless the Debtors have granted an extension of the Voting Deadline in writing with respect to such Ballot. Additionally, the following Ballots will **NOT** be counted:
 - any Ballot that is illegible or contains insufficient information to permit the identification of the claimant;
 - any Ballot cast by a Person or Entity that does not hold a Claim in a Class that is entitled to vote to accept or reject the Plan;
 - any Ballot cast for a Claim that is not listed on the Schedules, or that is scheduled at zero, in an unknown amount, or, in whole or in part, as unliquidated, contingent, or disputed, and for which no proof of Claim was timely-filed;
 - any Ballot that is properly completed, executed and timely filed, but (a) indicates both an acceptance and rejection of the Plan or (b) partially accepts and partially rejects the Plan;
 - any Ballot submitted by facsimile, telecopy or electronic mail;
 - any unsigned Ballot or Ballot not bearing an original signature;
 - any Ballot sent to anyone other than the Voting and Claims Agent, including, but not limited to, any Ballot sent to the Debtors, the Debtors' agents/representatives (other than the Voting and Claims Agent), any indenture trustee, or the Debtors' financial or legal advisors; and/or
 - any Ballot executed by the holder of an Allowed Claim, but which does not indicate acceptance or rejection of the Plan; and/or
 - any Ballot not cast in accordance with the procedures approved in the Disclosure Statement Order.
- ~~4. Any properly completed and executed Ballot that does not indicate acceptance or rejection of the Plan shall be counted as a vote to accept the Plan.~~
- ~~4.~~ 5. The method of delivery of Ballots to the Voting and Claims Agent is at the election and risk of each holder of a Claim. Except as otherwise provided herein, such delivery will be deemed made only when the Voting and Claims Agent actually receives the originally executed Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that holders use an overnight or hand delivery service. In all cases, holders should allow sufficient time to assure timely delivery.
- ~~5.~~ 6. If multiple Ballots are received from the same holder of a Claim with respect to the same Claim prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballots.

6. ~~7.~~ You must vote all of your Claims within a particular Class either to accept or reject the Plan and may not split your vote. Further, if a holder has multiple Claims within the same Class, the Debtors may, in their discretion, aggregate the Claims of any particular holder within a Class for the purpose of counting votes.
7. ~~8.~~ The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan. Accordingly, at this time, holders of Claims should not surrender certificates or instruments representing or evidencing their Claims, and neither the Debtors nor the Voting and Claims Agent will accept delivery of any such certificates or instruments surrendered together with a Ballot.
8. ~~9.~~ This Ballot does not constitute, and shall not be deemed to be, (a) a proof of Claim or (b) an assertion or admission of a Claim.
9. ~~10.~~ Please be sure to sign and date your Ballot. If you are signing a Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Voting and Claims Agent, the Debtors or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.
10. ~~11.~~ If you hold Claims in more than one Class under the Plan you may receive more than one Ballot coded for each different Class. Each Ballot votes only your Claims indicated on that Ballot, so please complete and return each Ballot you received.

PLEASE MAIL YOUR BALLOT PROMPTLY!

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT,
THESE VOTING INSTRUCTIONS OR THE PROCEDURES FOR VOTING,**

PLEASE CALL THE VOTING AND CLAIMS AGENT AT: (888) 909-0100.

**IF THE VOTING AND CLAIMS AGENT DOES NOT ACTUALLY RECEIVE
THIS BALLOT ON OR BEFORE THE VOTING DEADLINE, WHICH IS 4:00 P.M.
PREVAILING EASTERN TIME ON APRIL 3, 2012, THEN YOUR VOTE
TRANSMITTED HEREBY WILL NOT BE COUNTED.**

NO PERSON, INCLUDING THE VOTING AND CLAIMS AGENT, HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, INCLUDING LEGAL ADVICE, OR TO MAKE ANY REPRESENTATION, REGARDING THE DEBTORS OR THIS PLAN.

Wilmington, Delaware
_____, 2012

LATHAM & WATKINS LLP

David S. Heller
Josef S. Athanas
Matthew L. Warren
Suite 5800
233 South Wacker Drive
Chicago, IL 60606
Telephone: (312) 876-7700
Facsimile: (312) 993-9767

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Michael R. Nestor (No. 3526)
Kara Hammond Coyle (No. 4410)
Rodney Square
1000 North King Street
Wilmington, DE 19801
Telephone: (302) 571-6600

ATTORNEYS FOR DEBTORS AND DEBTORS-IN-POSSESSION

Item 1. Amount of Claim.

The undersigned hereby certifies that as of the Voting Record Date (the close of business on March 1, 2012), the undersigned was the holder of a Class 5 General Unsecured Claims against the Debtors in the following unpaid amount:

\$ _____

Item 2. Vote on Plan.

The holder of a Class 5 General Unsecured Claims against the Debtors set forth in Item 1 above votes to (please check one box below):

☐ <u>ACCEPT</u> (vote FOR) the Plan	☐ <u>REJECT</u> (vote AGAINST) the Plan
---	---

THE DEBTORS RECOMMEND THAT YOU VOTE TO ACCEPT THE PLAN.

IMPORTANT INFORMATION REGARDING THE THIRD PARTY RELEASE:

BY VOTING, I ACKNOWLEDGE THAT A VOTE TO ACCEPT THE PLAN IS ALSO A VOTE TO ACCEPT THE RELEASE BY THE CLAIM HOLDER OF THE RELEASED PARTIES AS SET FORTH IN ARTICLE XI OF THE PLAN.

Item 3. Certifications.

By signing this Ballot, the undersigned certifies to the Bankruptcy Court and the Debtors:

- (a) that either: (i) the undersigned is the holder of the Class 5 Claims being voted; or (ii) the undersigned is an authorized signatory for an Entity that is a holder of the Class 5 Claims being voted, and, in either case, has the full power and authority to vote to accept or reject the Plan with respect to the Claims identified in Item 1 above;
- (b) that the undersigned has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the undersigned has cast the same vote with respect to all Class 5 Claims in a single Class;
and
- (d) that no other Ballots with respect to the amount of the Class 5 Claims identified in Item 1 above have been cast or, if any other Ballots have been cast with respect to such Claims, then any such earlier Ballots are hereby revoked.

Name of holder:	
	(Print or Type)
Social Security or Federal Tax Identification Number:	
Signature:	
Name of Signatory:	
	(If other than holder)
Title:	
Address:	
Telephone:	
Date Completed:	

No fees, commissions or other remuneration will be payable to any Person for soliciting votes on the Plan.

If your address or contact information has changed, please note the new information here.

**PLEASE COMPLETE, SIGN AND DATE THIS BALLOT AND
RETURN IT PROMPTLY IN THE ENVELOPE PROVIDED TO:**

By regular US mail:

BMC Group, Inc.
Attn: Graceway Pharmaceuticals Ballot Processing
PO Box 3020
Chanhassen, MN 55317-3020
Telephone: (888) 909-0100

By Messenger or overnight courier:

BMC Group, Inc.
Attn: Graceway Pharmaceuticals Ballot Processing
18675 Lake Drive East
Chanhassen, MN 55317
Telephone: (888) 909-0100

THIS BALLOT MUST BE **ACTUALLY RECEIVED**
BY THE VOTING AND CLAIMS AGENT ON OR BEFORE:

4:00 P.M. PREVAILING EASTERN TIME ON APRIL 3, 2012.

**BALLOTS SENT BY FACSIMILE, TELECOPY
OR ELECTRONIC MAIL WILL NOT BE ACCEPTED**

Summary Report: Litéra® Change-Pro TDC 7.0.0.210 Document Comparison done on 2/28/2012 10:33:27 AM	
Style Name: L&W	
Original Filename: Original Document Name	
Original DMS: iw://US-DOCS/CH/1325952/1	
Modified Filename: Modified Document Name	
Modified DMS: iw://US-DOCS/CH/1325952/4	
Changes:	
<u>Add</u>	47
Delete	50
Move From	1
Move To	1
Table Insert	0
Table Delete	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Total Changes: Embedded Excel	990Format Changes0

--

EXHIBIT 4

Unimpaired Claims Notice

**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

**NOTICE OF NON-VOTING STATUS TO HOLDERS OF UNCLASSIFIED CLAIMS
AND HOLDERS OF UNIMPAIRED CLAIMS DEEMED TO ACCEPT THE PLAN**

PLEASE TAKE NOTICE THAT:

On ~~January~~February 25~~8~~, 2012, the above-captioned debtors and debtors-in-possession (the “**Debtors**”) filed their (i) First Amended Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et al. [Docket No. 551] (the “**Plan**”) and (ii) Disclosure Statement for the Plan [Docket No. 552] (the “**Disclosure Statement**”).² On March 1, 2012, the Bankruptcy Court entered an order (i) approving the Disclosure Statement as containing “adequate information” pursuant to Section 1125 of the Bankruptcy Code, (ii) establishing the Voting Record Date, Voting Deadline and other dates, (iii) approving procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan and (iv) approving the manner and forms of certain notices [Docket No. ____].

Because of the nature and treatment of your Claim under the Plan, you are not entitled to vote on the Plan. Specifically, you are not entitled to vote on the Plan because you have been identified as a holder of a Claim that (as currently asserted against the Debtors) is either (i) an unclassified, non-voting Claim pursuant to Section 1123(a)(1) of the Bankruptcy Code or

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175), Case No. 11-13037 (PJW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (PJW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (PJW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (PJW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (PJW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (PJW); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (PJW). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 400, Bristol, TN 37620 (Attn: John Bellamy). On October 4, 2011, Graceway Canada Company filed an application in the Ontario Superior Court of Justice (Commercial List) pursuant to the *Courts of Justice Act*, R.S.O. 1990, c. C. 43.

² Capitalized terms used but not otherwise defined herein will have the meanings set forth in the Plan, Disclosure Statement, and the Motion ~~seeking of the Debtors for e~~Entry of an of an e~~Order (ia) a~~Approving the Disclosure Statement as containing “adequate information” pursuant to Section 1125 of the Bankruptcy Code, (iib) e~~Establishing the Voting Record Date, Voting Deadline and other~~Other dates, (iiic) a~~Approving p~~Procedures for for s~~Soliciting, r~~Receiving andand t~~Tabulating v~~otes on the Plan and for f~~Filing o~~Objections to the Plan and (ivd) a~~Approving thethe m~~Manner andand f~~Forms of certainof n~~otices and Other Related Documents [Docket No. 485] (the “**Disclosure Statement Motion**”), filed on January 25, 2012), as applicable.

(ii) Unimpaired and therefore deemed to have accepted the Plan pursuant to Section 1126(f) of the Bankruptcy Code.

The Confirmation Hearing to consider confirmation of the Plan will commence at **2:00 p.m. prevailing Eastern Time on April 11, 2012**, before the Honorable Peter J. Walsh, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 6th Floor, Wilmington, Delaware 19801. The Confirmation Hearing may be continued from time to time by the Bankruptcy Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court and served on such parties as the Bankruptcy Court may order. Moreover, the Plan may be modified or amended, if necessary, pursuant to Section 1127 of the Bankruptcy Code, prior to, during or as a result of the Confirmation Hearing, without further notice to parties in interest.

Notwithstanding that you are not entitled to vote on the Plan, you are nevertheless a party in interest in the Debtors' Chapter 11 Cases and you are entitled to participate in the Debtors' Chapter 11 Cases, including by filing objections to confirmation of the Plan. The deadline for filing objections to the Plan is **April 3, 2012 at 4:00 p.m. prevailing Eastern Time** (the "**Confirmation Objection Deadline**"). Any objection to the Plan must: (i) be in writing; (ii) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware; (iii) state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (iv) be filed, contemporaneously with a proof of service, with the Bankruptcy Court and served so that it is **actually received** no later than the Confirmation Objection Deadline by the following parties. CONFIRMATION OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH HEREIN MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT AND MAY BE OVERRULED WITHOUT FURTHER NOTICE.

Notice Parties

- a) a.-Counsel to the Debtors, Latham & Watkins LLP, 233 South Wacker Drive, Suite 5800, Chicago, IL 60606 (Attn: Josef S. Athanas, Esq. and Matthew L. Warren, Esq.) (josef.athanas@lw.com and matthew.warren@lw.com) (fax: 312-993-9767) and Young Conaway Stargatt & Taylor LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: Michael R. Nestor, Esq. and Kara Hammond Coyle, Esq.) (mnestor@ycst.com and kcoyle@ycst.com) (fax: 302-576-3472);
- b) b.-Counsel to the Creditors' Committee, Elliott Greenleaf, 1105 North Market Street, Suite 1700, P.O. Box 2327, Wilmington, DE 19801 (Attn: Rafael Xavier Zahralddin-Aravena) (rxza@elliottgreenleaf.com) (fax: 302-384-9399) and Lowenstein Sandler, 919 65 Livingston Avenue, Roseland, NJ 07068 (Attn: S. Jason Teele, Esq.) (steele@lowenstein.com) (fax: 973-597-2347);

- c) ~~e.~~ Special Bankruptcy and Restructuring Counsel to the Agent for the First Lien Lenders, Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, NY 10019 (Attn: Scott K. Charles, Esq. and Michael S. Benn, Esq.) (SKCharles@wlrk.com and MSBenn@wlrk.com) (fax: 212-403-2158) and DLA Piper LLP, 919 North Market Street, 15th Floor, Suite 1500, Wilmington, DE 19801 (Attn: Stuart M. Brown, Esq.) (stuart.brown@dlapiper.com) (fax: 302-778-7913);
- d) ~~d.~~ Financing Counsel to the Agent for the First Lien Lenders, Morgan Lewis, 225 Franklin Street, 16th Floor, Boston, MA 02110 (Attn: Sula Fiszman, Esq.) (sfiszman@morganlewis.com) (fax: 617-341-7701);
- e) ~~e.~~ Counsel to the Agent for the Second Lien Lenders, Sidley Austin LLP, One South Dearborn, Chicago, IL 60603 (Attn: Larry Nyhan, Esq. and Jeffrey E. Bjork, Esq.) (lnyhan@sidley.com and jbjork@sidley.com) (fax: 213-896-6600);
- f) ~~f.~~ Agent for the Mezzanine Lenders, Goldman Sachs Credit Partners L.P., 30 Hudson Street, 5th Floor, Jersey City, NJ 07302 (Attn: Michelle Latzoni) (gsd.link@gs.com) (fax: 212-357-4597);
- g) ~~g.~~ Receiver for Graceway Canada Company, RSM RichterDuff & Phelps Canada Restructuring Inc., 200 King Street West, Suite 4100, Toronto, ON M5H 3T4 (Attn: Robert Kofman and David Sieradzki) (bobby.kofman@duffandphelps.com and david.sieradzki@duffandphelps.com) (fax: 647-497-9490);
- h) ~~h.~~ Counsel to the Receiver for Graceway Canada Company, Davies Ward Phillips & Vineberg LLP, 1 First Canadian Place, Suite 4400, P.O. Box 63, Toronto, ON M5X 1B1 (Attn: Jay Swartz) (jswartz@dwpv.com) (fax: 416-863-0871);
- i) ~~i.~~ Counsel to Graceway Canada Company, Goodmans LLP, Bay Adelaide Centre, 333 Bay Street, Suite 3400, Toronto, ON M5H 2S7 (Attn: Fred Myers, Joe Latham, and Caroline Descours) (fmyers@goodmans.ca, jlatham@goodmans.ca, and cdescours@goodmans.ca) (fax: 416-979-1234);
- j) ~~j.~~ The Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2213, Lockbox 35, Wilmington, DE 19801 (Attn: Juliet Sarkessian, Esq.) (Juliet.M.Sarkessian@usdoj.gov) (fax: 302-573-6497).

If you would like to obtain a Solicitation Package³ (excluding Ballots) or if you have questions regarding the procedures and requirements for objecting to the Plan, you may contact

³ The Solicitation Package (as defined in the Disclosure Statement Motion) includes, among other things, a copy of the Plan and Disclosure Statement.

BMC Group, Inc., the voting and claims agent retained by the Debtors in these Chapter 11 Cases (the "**Voting and Claims Agent**"), by: (i) calling the BMC Call Center at (888) 909-0100; (ii) visiting BMC's website at: www.bmcgroup.com/graceway and/or (iii) writing to BMC Group, Inc., attn: Graceway Pharmaceuticals Solicitation Requests, PO Box 3020, Chanhassen, MN 55317-3020. You may also obtain copies of any pleadings filed in these Chapter 11 Case for a fee at: <http://www.deb.uscourts.gov> or free of charge at www.bmcgroup.com/graceway.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, PLEASE CONTACT THE VOTING AND CLAIMS AGENT AT THE NUMBER OR ADDRESS SPECIFIED ABOVE.

NO PERSON, INCLUDING THE VOTING AND CLAIMS AGENT, HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, INCLUDING LEGAL ADVICE, OR TO MAKE ANY REPRESENTATION, REGARDING THE DEBTORS OR THIS PLAN.

Wilmington, Delaware
_____, 2012

LATHAM & WATKINS LLP

David S. Heller
Josef S. Athanas
Matthew L. Warren
Suite 5800
233 South Wacker Drive
Chicago, IL 60606
Telephone: (312) 876-7700
Facsimile: (312) 993-9767

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

Michael R. Nestor (No. 3526)
Kara Hammond Coyle (No. 4410)
Rodney Square
1000 North King Street
Wilmington, DE 19801
Telephone: (302) 571-6600

ATTORNEYS FOR DEBTORS AND DEBTORS-IN-POSSESSION

Summary Report: Litéra® Change-Pro TDC 7.0.0.210 Document Comparison done on 2/28/2012 10:34:31 AM	
Style Name: L&W	
Original Filename: Original Document Name	
Original DMS: iw://US-DOCS/CH/1325931/1	
Modified Filename: Modified Document Name	
Modified DMS: iw://US-DOCS/CH/1325931/4	
Changes:	
<u>Add</u>	65
Delete	50
<i>Move From</i>	0
<i>Move To</i>	0
<u>Table Insert</u>	0
Table Delete	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Total Changes: Embedded Excel	1150Format Changes0

EXHIBIT 5

Notice of Non-Voting Status: Classes 6, 7 and 8

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

**NOTICE OF NON-VOTING STATUS TO HOLDERS OF CLASS 6 INTERCOMPANY
CLAIMS, CLASS 7 OLD EQUITY INTERESTS AND CLASS 8 OLD EQUITY RIGHTS
THAT ARE DEEMED TO REJECT THE PLAN**

PLEASE TAKE NOTICE THAT:

On ~~January~~February 25~~8~~, 2012, the above-captioned debtors and debtors-in-possession (the “**Debtors**”) filed their (i) **First Amended** Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et al. [Docket No. 551] (the “**Plan**”) and (ii) Disclosure Statement for the Plan [Docket No. 552] (the “**Disclosure Statement**”).² On March 1, 2012, the Bankruptcy Court entered an order (i) approving the Disclosure Statement as containing “adequate information” pursuant to Section 1125 of the Bankruptcy Code, (ii) establishing the Voting Record Date, Voting Deadline and other dates, (iii) approving procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan and (iv) approving the manner and forms of certain notices [Docket No. ____].

Because of the nature and treatment of Class 6 (Intercompany Claims), Class 7 (Old Equity Interests) and Class 8 (Claims and Interests arising from or relating to Old Equity Rights) under the Plan, you are not entitled to vote on the Plan. Specifically, under the terms of the Plan,

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175), Case No. 11-13037 (PJW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (PJW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (PJW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (PJW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (PJW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (PJW); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (PJW). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 400, Bristol, TN 37620 (Attn: John Bellamy). On October 4, 2011, Graceway Canada Company filed an application in the Ontario Superior Court of Justice (Commercial List) pursuant to the *Courts of Justice Act*, R.S.O. 1990, c. C. 43.

² Capitalized terms used but not otherwise defined herein will have the meanings set forth in the Plan, Disclosure Statement, and ~~the Motion seeking of the Debtors for e~~Entry of an of an e~~Order (ia) a~~Approving the Disclosure Statement as containing “adequate information” pursuant to Section 1125 of the Bankruptcy Code, (iib) e~~Establishing the Voting Record Date, Voting Deadline and other~~Other ~~dates, (iiic) a~~Approving p~~Procedures for for s~~Soliciting, r~~Receiving and and t~~Tabulating v~~Votes on the Plan and for f~~Filing o~~Objections to the Plan and (ivd) a~~Approving the the m~~Manner and and f~~Forms of certain of n~~Notices and Other Related Documents~~ [Docket No. 485] (the “**Disclosure Statement Motion**”), filed on January 25, 2012), as applicable.

there are insufficient assets for the Debtors to satisfy Claims in Classes 2, 3, and 5 in full and, as a result, holders of Claims and Interests in Classes 6, 7 and 8 are not entitled to receive or retain any property of the Debtors on account of such Claims against the Debtors. Additionally, on the Effective Date of the Plan, all Intercompany Claims, excluding any Claims of a Debtor against a non-Debtor Affiliate, will be deemed canceled and of no further force and effect, resulting in no distribution to the holders of such Claims on account thereof. Accordingly, pursuant to Section 1126(g) of the Bankruptcy Code, as a holder of a Claim or Interest in Classes 6, 7 or 8, you are deemed to have rejected the Plan and, therefore, you are not entitled to vote on the Plan. For these reasons, you have not been sent a copy of the Disclosure Statement, Plan or Ballot for voting on the Plan.

The Confirmation Hearing to consider confirmation of the Plan will commence at **2:00 p.m. prevailing Eastern Time on April 11, 2012**, before the Honorable Peter J. Walsh, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 6th Floor, Wilmington, Delaware 19801. The Confirmation Hearing may be continued from time to time by the Bankruptcy Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court and served on such parties as the Bankruptcy Court may order. Moreover, the Plan may be modified or amended, if necessary, pursuant to Section 1127 of the Bankruptcy Code, prior to, during or as a result of the Confirmation Hearing, without further notice to parties in interest.

Notwithstanding that you are not entitled to vote on the Plan, you are nevertheless a party in interest in the Debtors' chapter 11 case and you are entitled to participate in the Debtors' chapter 11 case, including by filing objections to confirmation of the Plan. The deadline for filing objections to the Plan is **April 3, 2012 at 4:00 p.m. prevailing Eastern Time** (the "**Confirmation Objection Deadline**"). Any objection to the Plan must: (i) be in writing; (ii) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware; (iii) state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (iv) be filed, contemporaneously with a proof of service, with the Bankruptcy Court and served so that it is **actually received** no later than the Confirmation Objection Deadline by the following parties. CONFIRMATION OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH HEREIN MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT AND MAY BE OVERRULED WITHOUT FURTHER NOTICE.

Notice Parties

- a) ~~a.~~ Counsel to the Debtors, Latham & Watkins LLP, 233 South Wacker Drive, Suite 5800, Chicago, IL 60606 (Attn: Josef S. Athanas, Esq. and Matthew L. Warren, Esq.) (josef.athanas@lw.com and matthew.warren@lw.com) (fax: 312-993-9767) and Young Conaway Stargatt & Taylor LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: Michael R. Nestor, Esq. and Kara Hammond Coyle, Esq.) (mnestor@ycst.com and kcoyle@ycst.com) (fax: 302-576-3472);

- b) ~~b.~~ Counsel to the Creditors' Committee, Elliott Greenleaf, 1105 North Market Street, Suite 1700, P.O. Box 2327, Wilmington, DE 19801 (Attn: Rafael Xavier Zahraiddin-Aravena) (rxza@elliottgreenleaf.com) (fax: 302-384-9399) and Lowenstein Sandler, 919 65 Livingston Avenue, Roseland, NJ 07068 (Attn: S. Jason Teele, Esq.) (steele@lowenstein.com) (fax: 973-597-2347);
- c) ~~c.~~ Special Bankruptcy and Restructuring Counsel to the Agent for the First Lien Lenders, Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, NY 10019 (Attn: Scott K. Charles, Esq. and Michael S. Benn, Esq.) (SKCharles@wlrk.com and MSBenn@wlrk.com) (fax: 212-403-2158) and DLA Piper LLP, 919 North Market Street, 15th Floor, Suite 1500, Wilmington, DE 19801 (Attn: Stuart M. Brown, Esq.) (stuart.brown@dlapiper.com) (fax: 302-778-7913);
- d) ~~d.~~ Financing Counsel to the Agent for the First Lien Lenders, Morgan Lewis, 225 Franklin Street, 16th Floor, Boston, MA 02110 (Attn: Sula Fiszman, Esq.) (sfiszman@morganlewis.com) (fax: 617-341-7701);
- e) ~~e.~~ Counsel to the Agent for the Second Lien Lenders, Sidley Austin LLP, One South Dearborn, Chicago, IL 60603 (Attn: Larry Nyhan, Esq. and Jeffrey E. Bjork, Esq.) (lnyhan@sidley.com and jbjork@sidley.com) (fax: 213-896-6600);
- f) ~~f.~~ Agent for the Mezzanine Lenders, Goldman Sachs Credit Partners L.P., 30 Hudson Street, 5th Floor, Jersey City, NJ 07302 (Attn: Michelle Latzoni) (gsl.link@gs.com) (fax: 212-357-4597);
- g) ~~g.~~ Receiver for Graceway Canada Company, RSM RichterDuff & Phelps Canada Restructuring Inc., 200 King Street West, Suite 4100, Toronto, ON M5H 3T4 (Attn: Robert Kofman and David Sieradzki) (bobby.kofman@duffandphelps.com and david.sieradzki@duffandphelps.com) (fax: 647-497-9490);
- h) ~~h.~~ Counsel to the Receiver for Graceway Canada Company, Davies Ward Phillips & Vineberg LLP, 1 First Canadian Place, Suite 4400, P.O. Box 63, Toronto, ON M5X 1B1 (Attn: Jay Swartz) (jswartz@dwvpv.com) (fax: 416-863-0871);
- i) ~~i.~~ Counsel to Graceway Canada Company, Goodmans LLP, Bay Adelaide Centre, 333 Bay Street, Suite 3400, Toronto, ON M5H 2S7 (Attn: Fred Myers, Joe Latham, and Caroline Descours) (fmyers@goodmans.ca, jlatham@goodmans.ca, and cdescours@goodmans.ca) (fax: 416-979-1234);
- j) ~~j.~~ The Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2213, Lockbox 35, Wilmington, DE 19801 (Attn: Juliet Sarkessian, Esq.) (Juliet.M.Sarkessian@usdoj.gov) (fax: 302-573-6497).

If you would like to obtain a Solicitation Package³ (excluding Ballots) or if you have questions regarding the procedures and requirements for objecting to the Plan, you may contact BMC Group, Inc., the voting and claims agent retained by the Debtors in these Chapter 11 Cases (the "**Voting and Claims Agent**"), by: (i) calling the BMC Call Center at (888) 909-0100; (ii) visiting BMC's website at: www.bmcgroup.com/graceway and/or (iii) writing to BMC Group, Inc., attn: Graceway Pharmaceuticals Solicitation Requests, PO Box 3020, Chanhassen, MN 55317-3020. You may also obtain copies of any pleadings filed in these Chapter 11 Case for a fee at: <http://www.deb.uscourts.gov> or free of charge at www.bmcgroup.com/graceway.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, PLEASE CONTACT THE VOTING AND CLAIMS AGENT AT THE NUMBER OR ADDRESS SPECIFIED ABOVE.

NO PERSON, INCLUDING THE VOTING AND CLAIMS AGENT, HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, INCLUDING LEGAL ADVICE, OR TO MAKE ANY REPRESENTATION, REGARDING THE DEBTORS OR THIS PLAN.

Wilmington, Delaware
_____, 2012

LATHAM & WATKINS LLP

David S. Heller
Josef S. Athanas
Matthew L. Warren
Suite 5800
233 South Wacker Drive
Chicago, IL 60606
Telephone: (312) 876-7700
Facsimile: (312) 993-9767

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

Michael R. Nestor (No. 3526)
Kara Hammond Coyle (No. 4410)
Rodney Square
1000 North King Street
Wilmington, DE 19801
Telephone: (302) 571-6600

ATTORNEYS FOR DEBTORS AND DEBTORS-IN-POSSESSION

³ The Solicitation Package (as defined in the Disclosure Statement Motion) includes, among other things, a copy of the Plan and Disclosure Statement.

Summary Report: Litéra® Change-Pro TDC 7.0.0.210 Document Comparison done on 2/28/2012 10:35:25 AM	
Style Name: L&W	
Original Filename: Original Document Name	
Original DMS: iw://US-DOCS/CH/1325933/1	
Modified Filename: Modified Document Name	
Modified DMS: iw://US-DOCS/CH/1325933/4	
Changes:	
<u>Add</u>	65
Delete	49
<i>Move From</i>	0
<i>Move To</i>	0
<u>Table Insert</u>	0
Table Delete	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Total Changes: Embedded Excel	1140Format Changes0

EXHIBIT 6

Contract/Lease Notice

**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

NOTICE TO CONTRACT AND LEASE COUNTERPARTIES

PLEASE TAKE NOTICE THAT:

On February 28, 2012, the above-captioned debtors and debtors-in-possession (the “**Debtors**”) filed their (i) First Amended Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et al. [Docket No. 551] (the “**Plan**”) and (ii) Disclosure Statement for the Plan [Docket No. 552] (the “**Disclosure Statement**”).² On March 1, 2012, the Bankruptcy Court entered an order (i) approving the Disclosure Statement as containing “adequate information” pursuant to Section 1125 of the Bankruptcy Code, (ii) establishing the Voting Record Date, Voting Deadline and other dates, (iii) approving procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan and (iv) approving the manner and forms of certain notices [Docket No. ____].

You are receiving this notice because you or one of your affiliates is a counterparty to an executory contract or unexpired lease with the Debtors that has not been assumed or rejected as of the Voting Record Date (March 1, 2012). Because you may not have scheduled Claims or Claims based upon filed proofs of Claim pending the disposition of your contract or lease by assumption or rejection, as of the Voting Record Date, you are not entitled to vote on the Plan. Furthermore, you will not be entitled to vote on the Plan even after the assumption or rejection of your executory contract or unexpired lease because you will be a holder of a Claim or Interest that is Unimpaired and therefore deemed to have accepted the Plan pursuant to Section 1126(f) of the Bankruptcy Code.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175), Case No. 11-13037 (PJW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (PJW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (PJW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (PJW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (PJW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (PJW); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (PJW). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 400, Bristol, TN 37620 (Attn: John Bellamy). On October 4, 2011, Graceway Canada Company filed an application in the Ontario Superior Court of Justice (Commercial List) pursuant to the *Courts of Justice Act*, R.S.O. 1990, c. C. 43.

² Capitalized terms used but not otherwise defined herein will have the meanings set forth in the Plan, Disclosure Statement, and Motion of the Debtors for Entry of an Order (a) Approving the Disclosure Statement, (b) Establishing the Voting Record Date, Voting Deadline and Other dates, (c) Approving Procedures for Soliciting, Receiving and Tabulating Votes on the Plan and for Filing Objections to the Plan and (d) Approving the Manner and Forms of Notices and Other Related Documents [Docket No. 485] (the “**Disclosure Statement Motion**”), filed on January 25, 2012), as applicable.

The Confirmation Hearing to consider confirmation of the Plan will commence at **2:00 p.m. prevailing Eastern Time on April 11, 2012**, before the Honorable Peter J. Walsh, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 6th Floor, Wilmington, Delaware 19801. The Confirmation Hearing may be continued from time to time by the Bankruptcy Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court and served on such parties as the Bankruptcy Court may order. Moreover, the Plan may be modified or amended, if necessary, pursuant to Section 1127 of the Bankruptcy Code, prior to, during or as a result of the Confirmation Hearing, without further notice to parties in interest.

Notwithstanding that you are not entitled to vote on the Plan, you are nevertheless a party in interest in the Debtors' Chapter 11 Cases and you are entitled to participate in the Debtors' Chapter 11 Cases, including by filing objections to confirmation of the Plan. The deadline for filing objections to the Plan is **April 3, 2012 at 4:00 p.m. prevailing Eastern Time** (the "**Confirmation Objection Deadline**"). Any objection to the Plan must: (i) be in writing; (ii) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware; (iii) state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (iv) be filed, contemporaneously with a proof of service, with the Bankruptcy Court and served so that it is **actually received** no later than the Confirmation Objection Deadline by the following parties. **CONFIRMATION OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH HEREIN MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT AND MAY BE OVERRULED WITHOUT FURTHER NOTICE.**

Notice Parties

- a) Counsel to the Debtors, Latham & Watkins LLP, 233 South Wacker Drive, Suite 5800, Chicago, IL 60606 (Attn: Josef S. Athanas, Esq. and Matthew L. Warren, Esq.) (josef.athanas@lw.com and matthew.warren@lw.com) (fax: 312-993-9767) and Young Conaway Stargatt & Taylor LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: Michael R. Nestor, Esq. and Kara Hammond Coyle, Esq.) (mnestor@ycst.com and kcoyle@ycst.com) (fax: 302-576-3472);
- b) Counsel to the Creditors' Committee, Elliott Greenleaf, 1105 North Market Street, Suite 1700, P.O. Box 2327, Wilmington, DE 19801 (Attn: Rafael Xavier Zahraiddin-Aravena) (rxza@elliottgreenleaf.com) (fax: 302-384-9399) and Lowenstein Sandler, 919 65 Livingston Avenue, Roseland, NJ 07068 (Attn: S. Jason Teele, Esq.) (steele@lowenstein.com) (fax: 973-597-2347);
- c) Special Bankruptcy and Restructuring Counsel to the Agent for the First Lien Lenders, Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, NY 10019 (Attn: Scott K. Charles, Esq. and Michael S. Benn, Esq.) (SKCharles@wlrk.com and MSBenn@wlrk.com) (fax: 212-403-2158) and DLA Piper LLP, 919 North Market Street, 15th Floor, Suite 1500, Wilmington, DE 19801 (Attn: Stuart M. Brown, Esq.) (stuart.brown@dlapiper.com) (fax: 302-778-7913);

- d) Financing Counsel to the Agent for the First Lien Lenders, Morgan Lewis, 225 Franklin Street, 16th Floor, Boston, MA 02110 (Attn: Sula Fisman, Esq.) (sfisman@morganlewis.com) (fax: 617-341-7701);
- e) Counsel to the Agent for the Second Lien Lenders, Sidley Austin LLP, One South Dearborn, Chicago, IL 60603 (Attn: Larry Nyhan, Esq. and Jeffrey E. Bjork, Esq.) (lnyhan@sidley.com and jbjork@sidley.com) (fax: 213-896-6600);
- f) Agent for the Mezzanine Lenders, Goldman Sachs Credit Partners L.P., 30 Hudson Street, 5th Floor, Jersey City, NJ 07302 (Attn: Michelle Latzoni) (gsd.link@gs.com) (fax: 212-357-4597);
- g) Receiver for Graceway Canada Company, Duff & Phelps Canada Restructuring Inc., 200 King Street West, Suite 1002, Toronto, ON M5H 3T4 (Attn: Robert Kofman and David Sieradzki) (bobby.kofman@duffandphelps.com and david.sieradzki@duffandphelps.com) (fax: 647-497-9490);
- h) Counsel to the Receiver for Graceway Canada Company, Davies Ward Phillips & Vineberg LLP, 1 First Canadian Place, Suite 4400, P.O. Box 63, Toronto, ON M5X 1B1 (Attn: Jay Swartz) (jswartz@dwvp.com) (fax: 416-863-0871);
- i) Counsel to Graceway Canada Company, Goodmans LLP, Bay Adelaide Centre, 333 Bay Street, Suite 3400, Toronto, ON M5H 2S7 (Attn: Fred Myers, Joe Latham, and Caroline Descours) (fmyers@goodmans.ca, jlatham@goodmans.ca, and cdescours@goodmans.ca) (fax: 416-979-1234);
- j) The Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2213, Lockbox 35, Wilmington, DE 19801 (Attn: Juliet Sarkessian, Esq.) (Juliet.M.Sarkessian@usdoj.gov) (fax: 302-573-6497).

If you would like to obtain a Solicitation Package³ (excluding Ballots) or if you have questions regarding the procedures and requirements for objecting to the Plan, you may contact BMC Group, Inc., the voting and claims agent retained by the Debtors in these Chapter 11 Cases (the “**Voting and Claims Agent**”), by: (i) calling the BMC Call Center at (888) 909-0100; (ii) visiting BMC’s website at: www.bmcgroup.com/graceway and/or (iii) writing to BMC Group, Inc., attn: Graceway Pharmaceuticals Solicitation Requests, PO Box 3020, Chanhassen, MN 55317-3020. You may also obtain copies of any pleadings filed in these Chapter 11 Case for a fee at: <http://www.deb.uscourts.gov> or free of charge at www.bmcgroup.com/graceway.

The Confirmation Order shall constitute an Order of the Bankruptcy Court approving the rejection of executory contracts and unexpired leases under Section 6.5 of the Plan pursuant to Bankruptcy Code Section 365 as of the Effective Date. Any Claim for damages arising from any such rejection must be Filed within thirty (30) days after the mailing of notice of the entry of the

³ The Solicitation Package (as defined in the Disclosure Statement Motion) includes, among other things, a copy of the Plan and Disclosure Statement.

Confirmation Order, or such Claim shall receive no distribution under the Plan or otherwise on account of such Claim.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, PLEASE CONTACT THE VOTING AND CLAIMS AGENT AT THE NUMBER OR ADDRESS SPECIFIED ABOVE.

NO PERSON, INCLUDING THE VOTING AND CLAIMS AGENT, HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, INCLUDING LEGAL ADVICE, OR TO MAKE ANY REPRESENTATION, REGARDING THE DEBTORS OR THIS PLAN.

Wilmington, Delaware
_____, 2012

LATHAM & WATKINS LLP

David S. Heller
Josef S. Athanas
Matthew L. Warren
Suite 5800
233 South Wacker Drive
Chicago, IL 60606
Telephone: (312) 876-7700
Facsimile: (312) 993-9767

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

Michael R. Nestor (No. 3526)
Kara Hammond Coyle (No. 4410)
Rodney Square
1000 North King Street
Wilmington, DE 19801
Telephone: (302) 571-6600

ATTORNEYS FOR DEBTORS AND DEBTORS-IN-POSSESSION

EXHIBIT 7

Confirmation Hearing Notice

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

**NOTICE OF (A) CONFIRMATION HEARING, (B) OBJECTION AND
VOTING DEADLINES AND (C) SOLICITATION AND VOTING PROCEDURES**

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY BE ENTITLED
TO VOTE ON THE PLAN. THEREFORE, YOU SHOULD READ THIS
NOTICE CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF
YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

**TO: ALL HOLDERS OF CLAIMS AGAINST, AND HOLDERS OF INTERESTS IN,
GRACEWAY PHARMACEUTICALS, LLC. AND ITS AFFILIATED ENTITIES
AND ALL OTHER PARTIES-IN-INTEREST IN THE ABOVE-CAPTIONED
CHAPTER 11 CASES**

PLEASE TAKE NOTICE THAT:

On ~~January~~ February 25~~8~~, 2012, the above-captioned debtors and debtors-in-possession (the "**Debtors**") filed their (i) **First Amended** Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et al. [Docket No. 551] (the "**Plan**") and (ii) Disclosure Statement for the Plan [Docket No. 552] (the "**Disclosure Statement**").² On March 1, 2012, the Bankruptcy Court entered an order (i) approving the Disclosure Statement as containing "adequate information" pursuant to Section 1125 of the Bankruptcy Code, (ii) establishing the Voting Record Date, Voting Deadline (defined below) and other dates, (iii) approving procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan and (iv) approving the manner and forms of certain notices (the "**Disclosure Statement**")

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175), Case No. 11-13037 (PJW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (PJW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (PJW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (PJW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (PJW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (PJW); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (PJW). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 400, Bristol, TN 37620 (Attn: John Bellamy). On October 4, 2011, Graceway Canada Company filed an application in the Ontario Superior Court of Justice (Commercial List) pursuant to the *Courts of Justice Act*, R.S.O. 1990, c. C. 43.

² Capitalized terms used but not otherwise defined herein will have the meanings set forth in the Plan, Disclosure Statement, and the Motion seeking of the Debtors for eEntry of an of an eOrder (ia) aApproving the Disclosure Statement as containing "adequate information" pursuant to Section 1125 of the Bankruptcy Code, (iib) eEstablishing the Voting Record Date, Voting Deadline and otherOther dates, (iiic) aApproving pProcedures forfor sSoliciting, rReceiving andand tTabulating vVotes on the Plan and for fFiling oObjections to the Plan and (ivd) aApproving thethe mManner andand fForms of certainof aNotices and Other Related Documents [Docket No. 485] (the "**Disclosure Statement Motion**"), filed on January 25, 2012), as applicable.

Order”) [Docket No. ____].

The Debtors are soliciting acceptances of the Plan from holders of Claims and Interests who are entitled to vote on the Plan. The Bankruptcy Court can confirm the Plan and bind all holders of Claims and Interests if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims or Interests in each Impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of Section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class rejecting the Plan and (b) otherwise satisfies the requirements of Section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, it will be binding on all holders of Claims and Interests whether or not a particular holder voted or affirmatively voted to reject the Plan.

The Confirmation Hearing to consider confirmation of the Plan will commence at **2:00 p.m. prevailing Eastern Time on April 11, 2012**, before the Honorable Peter J. Walsh, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 6th Floor, Wilmington, Delaware 19801. The Confirmation Hearing may be continued from time to time by the Bankruptcy Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court and served on such parties as the Bankruptcy Court may order. Moreover, the Plan may be modified or amended, if necessary, pursuant to Section 1127 of the Bankruptcy Code, prior to, during or as a result of the Confirmation Hearing, without further notice to parties in interest.

CRITICAL INFORMATION REGARDING VOTING ON THE PLAN

1. In accordance with Sections 1122 and 1123 of the Bankruptcy Code, the Plan contemplates classifying holders of Claims and Interests into various Classes for all purposes, including with respect to voting on the Plan, as follows:

SUMMARY OF STATUS AND VOTING RIGHTS

<u>Class</u>	<u>Claim/Interest</u>	<u>Status</u>	<u>Voting Rights</u>
1	Other Priority Claims	Unimpaired	Deemed to Accept
2	First Lien Facility Claims	Impaired	Entitled to Vote
3	Second Lien Facility Claims	Impaired	Entitled to Vote
4	Other Secured Claims	Unimpaired	Deemed to Accept
5	General Unsecured Claims	Impaired	Entitled to Vote
6	Intercompany Claims	Impaired	Deemed to Reject
7	Old Equity	Impaired	Deemed to Reject
8	Old Equity Rights	Impaired	Deemed to Reject

2. Voting Record Date. The Voting Record Date is **March 1, 2012**. The Voting Record Date is the date by which it will be determined which holders of Claims and Interests in Classes 3, 4 and 5 are entitled to vote on the Plan.

3. Voting Deadline. The deadline for voting on the Plan is **4:00 p.m. prevailing Eastern Time on April 3, 2012 (the “Voting Deadline”)**. If you hold a Claim against or Interest in the Debtors as of the applicable Voting Record Date and are entitled to vote to accept or reject the Plan, you should have received a Ballot and corresponding voting instructions. For your vote to be counted, you must: (a) follow such voting instructions carefully, (b) complete all the required information on the Ballot; and (c) sign, date and return your completed Ballot, as applicable, so that it is **actually received** by the Voting and Claims Agent (defined below) according to and as set forth in detail in the voting instructions on or before the Voting Deadline. *A failure to follow such instructions may disqualify your vote.*

4. Temporary Allowance of Claims and Interests for Voting Purposes. Any holder of a Claim or Interest against the Debtors for which the Debtors have filed an objection, whether such objection related to the entire Claim or Interest or a portion thereof, shall not be entitled to vote on the Plan and shall not be counted in determining whether the requirements of Section 1126(c) of the Bankruptcy Code have been met with respect to the Plan. If any such holder described in this paragraph 4 disagrees with the Debtors' classification or status of its Claim or Interest, then such holder MUST file with the Bankruptcy Court and serve upon the Notice Parties (defined and listed below) on or before **4:00 p.m. prevailing Eastern Time on March 27th, 2012** (the "**Rule 3018(a) Motion Deadline**"), a motion requesting temporary allowance of its Claim or Interest solely for voting purposes in accordance with Bankruptcy Rule 3018 (such motion, the "**Rule 3018(a) Motion**"); *provided, however*, that if the Debtors object to a Claim or Interest on or after the date that is **seventeen (710)** days before the original Rule 3018(a) Motion Deadline, then the Rule 3018(a) Motion Deadline shall be extended as to such Claim or Interest such that the holder thereof shall have at least **seventeen (710)** days to file a Rule 3018(a) Motion. No later than seven (7) days after the filing and service of such Rule 3018(a) Motion, the Voting and Claims Agent will send such holder a Solicitation Package,³ including the appropriate ballot, and a pre-addressed, postage pre-paid envelope, which such holder must then return its ballot according to the instructions attached thereto so it is **actually received** by the Voting and Claims Agent on or before the Voting Deadline. If, and to the extent that, the Debtors and such party are unable to resolve the issues raised by the Rule 3018(a) Motion prior to the Voting Deadline, then at the Confirmation Hearing this Court shall determine whether the provisional Ballot should be counted as a vote on the Plan. Please be advised that the Debtors reserve all of their rights and objections regarding any and all Rule 3018(a) Motions that may be filed with the Bankruptcy Court and that the distribution of a Solicitation Package is not and shall not constitute a waiver or release of such rights and objections.

CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN

ARTICLE XII OF THE PLAN CONTAINS RELEASE, EXCULPATION AND INJUNCTION PROVISIONS. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

5. Plan Objection Deadline. The deadline for filing objections to the Plan is **April 3, 2012 at 4:00 p.m. prevailing Eastern Time** (the "**Confirmation Objection Deadline**").

6. Objections to the Plan. Any objection to the Plan must: (i) be in writing; (ii) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware; (iii) state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (iv) be filed, contemporaneously with a proof of service, with the Bankruptcy Court and served so that it is **actually received** no later than the Confirmation Objection Deadline by the parties listed below (the "**Notice Parties**"). CONFIRMATION OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH HEREIN MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT AND MAY BE OVERRULED WITHOUT FURTHER NOTICE.

Notice Parties

- a)** a-Counsel to the Debtors, Latham & Watkins LLP, 233 South Wacker Drive, Suite 5800, Chicago, IL 60606 (Attn: Josef S. Athanas, Esq. and Matthew L. Warren, Esq.) (**josef.athanas@lw.com** and

³ The Solicitation Package (as defined in the Disclosure Statement Motion) includes, among other things, a copy of the Plan and Disclosure Statement.

matthew.warren@lw.com) (fax: 312-993-9767) and Young Conaway Stargatt & Taylor LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: Michael R. Nestor, Esq. and Kara Hammond Coyle, Esq.) (mnestor@ycst.com and kcoyle@ycst.com) (fax: 302-576-3472);

- b) ~~b.~~ Counsel to the Creditors' Committee, Elliott Greenleaf, 1105 North Market Street, Suite 1700, P.O. Box 2327, Wilmington, DE 19801 (Attn: Rafael Xavier Zahraiddin-Aravena) (rxza@elliottgreenleaf.com) (fax: 302-384-9399) and Lowenstein Sandler, 919 65 Livingston Avenue, Roseland, NJ 07068 (Attn: S. Jason Teele, Esq.) (steele@lowenstein.com) (fax: 973-597-2347);
- c) ~~c.~~ Special Bankruptcy and Restructuring Counsel to the Agent for the First Lien Lenders, Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, NY 10019 (Attn: Scott K. Charles, Esq. and Michael S. Benn, Esq.) (SKCharles@wlrk.com and MSBenn@wlrk.com) (fax: 212-403-2158) and DLA Piper LLP, 919 North Market Street, 15th Floor, Suite 1500, Wilmington, DE 19801 (Attn: Stuart M. Brown, Esq.) (stuart.brown@dlapiper.com) (fax: 302-778-7913);
- d) ~~d.~~ Financing Counsel to the Agent for the First Lien Lenders, Morgan Lewis, 225 Franklin Street, 16th Floor, Boston, MA 02110 (Attn: Sula Fiszman, Esq.) (sfiszman@morganlewis.com) (fax: 617-341-7701);
- e) ~~e.~~ Counsel to the Agent for the Second Lien Lenders, Sidley Austin LLP, One South Dearborn, Chicago, IL 60603 (Attn: Larry Nyhan, Esq. and Jeffrey E. Bjork, Esq.) (lnyhan@sidley.com and jbjork@sidley.com) (fax: 213-896-6600);
- f) ~~f.~~ Agent for the Mezzanine Lenders, Goldman Sachs Credit Partners L.P., 30 Hudson Street, 5th Floor, Jersey City, NJ 07302 (Attn: Michelle Latzoni) (gsd.link@gs.com) (fax: 212-357-4597);
- g) ~~g.~~ Receiver for Graceway Canada Company, ~~RSM Richter~~ **Duff & Phelps Canada Restructuring** Inc., 200 King Street West, Suite 41002, Toronto, ON M5H 3T4 (Attn: Robert Kofman and David Sieradzki) (bobby.kofman@duffandphelps.com and david.sieradzki@duffandphelps.com) (fax: 647-497-9490);
- h) ~~h.~~ Counsel to the Receiver for Graceway Canada Company, Davies Ward Phillips & Vineberg LLP, 1 First Canadian Place, Suite 4400, P.O. Box 63, Toronto, ON M5X 1B1 (Attn: Jay Swartz) (jswartz@dwvpv.com) (fax: 416-863-0871);
- i) ~~i.~~ Counsel to Graceway Canada Company, Goodmans LLP, Bay Adelaide Centre, 333 Bay Street, Suite 3400, Toronto, ON M5H 2S7 (Attn: Fred Myers, Joe Latham, and Caroline Descours) (fmyers@goodmans.ca, jlatham@goodmans.ca, and cdescours@goodmans.ca) (fax: 416-979-

1234);

- i) ~~j~~-The Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2213, Lockbox 35, Wilmington, DE 19801 (Attn: Juliet Sarkessian, Esq.) (Juliet.M.Sarkessian@usdoj.gov) (fax: 302-573-6497).

ADDITIONAL INFORMATION

7. Obtaining Solicitation Materials. If you would like to obtain a Solicitation Package (excluding Ballots) or if you have questions regarding the procedures and requirements for objecting to the Plan, you may contact BMC Group, Inc., the voting and claims agent retained by the Debtors in these Chapter 11 Cases (the "Voting and Claims Agent"), by: (i) calling the BMC Call Center at (888) 909-0100; (ii) visiting BMC's website at: www.bmcgroup.com/graceway and/or (iii) writing to BMC Group, Inc., attn: Graceway Pharmaceuticals Solicitation Requests, PO Box 3020, Chanhassen, MN 55317-3020. You may also obtain copies of any pleadings filed in these Chapter 11 Case for a fee at: http://www.deb.uscourts.gov or free of charge at www.bmcgroup.com/graceway.

8. Injunction. Except as otherwise specifically provided in the Plan or the Confirmation Order, all Entities or Persons who have held, hold or may hold Claims, rights, causes of action, liabilities or any equity interests based upon any act or omission, transaction or other activity of any kind or nature related to the Debtors, the Liquidating Trust or the Chapter 11 Cases that occurred prior to the Effective Date, other than as expressly provided in the Plan or the Confirmation Order, regardless of the filing, lack of filing, allowance or disallowance of such a Claim or Interest and regardless of whether such Entity has voted to accept the Plan, and any successors, assigns or representatives of such Entities shall be precluded and permanently enjoined on and after the Effective Date from (a) the enforcement, attachment, collection or recovery by any manner or means of any judgment, award, decree or order with respect to any Claim, Interest or any other right or ~~Claim~~ against the Debtors, ~~or any the Liquidating Trustee, the Liquidating Trust or any a~~ Assets of the Debtors or the Liquidating Trust which such Entities possessed or may possess prior to the Effective Date, (b) the creation, perfection or enforcement of any encumbrance of any kind with respect to any Claim, Interest or any other right or ~~Claim~~ against the Debtors, the Liquidating Trustee, the Liquidating Trust or any assets of the Debtors or the Liquidating Trust which they possessed or may possess prior to the Effective Date, and (c) the assertion of any Claims that are released by the Plan and Confirmation Order.

9. Releases by Debtors. Except as expressly provided in the Plan, upon the Effective Date, each of the Debtors hereby (i) remises, acquits, waives, releases and forever discharges each of the Debtor Releasees from, and (ii) covenants and agrees never to institute or cause to be instituted any suit or other form of action or proceeding of any kind or nature whatsoever against any of the Debtor Releasees based upon, any claims, demands, indebtedness, agreements, promises, ~~e~~ Causes of ~~a~~ Action, obligations, damages or liabilities of any nature whatsoever (other than rights to enforce obligations of the Debtor Releasees under ~~the any o~~ Orders of the Bankruptcy Court, the Plan and all contracts, instruments, releases and other agreements delivered in connection therewith), in law or in equity, whether or not known, suspected or claimed, that the Debtors or the Estates ever had, claimed to have, has, or may have or claim to have against the Debtor Releasees, or any of them, by reason of any matter, cause, thing, act or omission of the Debtor Releasees, or any of them, in each case related to the Debtors, the Chapter 11 Cases, the 363 Sale or the Plan, except fraud, willful misconduct or gross negligence as determined by a Final Order.

10. Releases by Holders of Claims and Interests. As of the Effective Date, to the fullest extent permitted under applicable law, in consideration for the obligations under the Plan and the Cash, securities, contracts, instruments, releases and other agreements or documents to

be delivered in connection with the Plan, and the benefits provided by the Creditor Releasees in the Plan and in the Chapter 11 Cases, each present and former holder of a Claim or Interest will be deemed to release forever, waive and discharge any and all Claims, obligations, suits, judgments, damages, demands, debts, rights, causes of action and liabilities (other than the rights to enforce the Debtors' obligations under any Order of the Bankruptcy Court, the Asset Purchase Agreement, the Plan and the securities, contracts, instruments, releases and other agreements and documents delivered thereunder), whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity or otherwise that are based in whole or in part on any act, omission, transaction, event or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtors, the Chapter 11 Cases, the 363 Sale, or the Plan against any Creditor Releasees, except fraud, willful misconduct or gross negligence as determined by a Final Order.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, PLEASE CONTACT THE VOTING AND CLAIMS AGENT AT THE NUMBER OR ADDRESS SPECIFIED ABOVE.

NO PERSON, INCLUDING THE VOTING AND CLAIMS AGENT, HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, INCLUDING LEGAL ADVICE, OR TO MAKE ANY REPRESENTATION, REGARDING THE DEBTORS OR THIS PLAN.

Wilmington, Delaware
_____, 2012

LATHAM & WATKINS LLP

David S. Heller
Josef S. Athanas
Matthew L. Warren
Suite 5800
233 South Wacker Drive
Chicago, IL 60606
Telephone: (312) 876-7700
Facsimile: (312) 993-9767

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

Michael R. Nestor (No. 3526)
Kara Hammond Coyle (No. 4410)
Rodney Square
1000 North King Street
Wilmington, DE 19801
Telephone: (302) 571-6600

ATTORNEYS FOR DEBTORS AND DEBTORS-IN-POSSESSION

Summary Report: Litéra® Change-Pro TDC 7.0.0.210 Document Comparison done on 2/28/2012 10:38:25 AM	
Style Name: L&W	
Original Filename: Original Document Name	
Original DMS: iw://US-DOCS/CH/1325942/1	
Modified Filename: Modified Document Name	
Modified DMS: iw://US-DOCS/CH/1325942/4	
Changes:	
<u>Add</u>	92
Delete	67
Move From	0
Move To	0
<u>Table Insert</u>	0
Table Delete	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Total Changes: Embedded Excel	1590Format Changes0

EXHIBIT 8

Notice of Limited Voting Status:

**Contingent, Unliquidated or Disputed Claims for which
No Objection has been filed by the Debtors**

**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

**NOTICE OF LIMITED VOTING STATUS TO HOLDERS OF
CONTINGENT, UNLIQUIDATED OR DISPUTED CLAIMS FOR
WHICH NO OBJECTION HAS BEEN FILED BY THE DEBTORS**

PLEASE TAKE NOTICE THAT:

On ~~January~~February 25~~8~~, 2012, the above-captioned debtors and debtors-in-possession (the "**Debtors**") filed their (i) **First Amended** Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et al. [Docket No. ~~551~~] (the "**Plan**") and (ii) Disclosure Statement for the Plan [Docket No. ~~552~~] (the "**Disclosure Statement**").² On March 1, 2012, the Bankruptcy Court entered an order (i) approving the Disclosure Statement as containing "adequate information" pursuant to Section 1125 of the Bankruptcy Code, (ii) establishing the Voting Record Date, Voting Deadline (defined below) and other dates, (iii) approving procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan and (iv) approving the manner and forms of certain notices [Docket No.].

You are receiving this notice because you are the holder of a Claim that has ~~timely~~ filed a proof of Claim ~~(or an untimely proof of Claim which has been allowed as timely by the Court under applicable law on or before the Voting Record Date)~~, which, in whole or in part, reflects a **Claim that has been scheduled by the Debtors as a disputed Claim, or is an** unliquidated, or contingent Claim, but which is not subject to an objection filed by the Debtors. As a result, your vote will be counted for numerosity purposes and allowed in the amount of \$1.00 for voting purposes only. If you

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175), Case No. 11-13037 (PJW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (PJW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (PJW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (PJW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (PJW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (PJW); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (PJW). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 400, Bristol, TN 37620 (Attn: John Bellamy). On October 4, 2011, Graceway Canada Company filed an application in the Ontario Superior Court of Justice (Commercial List) pursuant to the *Courts of Justice Act*, R.S.O. 1990, c. C. 43.

² Capitalized terms used but not otherwise defined herein will have the meanings set forth in the Plan, Disclosure Statement, and the Motion seeking of the Debtors for eEntry of an of an eOrder (ia) aApproving the Disclosure Statement as containing "adequate information" pursuant to Section 1125 of the Bankruptcy Code, (iib) eEstablishing the Voting Record Date, Voting Deadline and otherOther dates, (iiic) aApproving pProcedures forfor sSoliciting, rReceiving andand tTabulating vVotes on the Plan and for fFiling oObjections to the Plan and (ivd) aApproving thethe mManner andand fForms of certainof nNotices and Other Related Documents [Docket No. 485] (the "**Disclosure Statement Motion**"), filed on January 25, 2012), as applicable.

disagree with the Debtors' classification or status of your Claim, then you MUST file with the Bankruptcy Court and serve upon the Notice Parties (defined and listed below) on or before 4:00 p.m. prevailing Eastern Time on or before March 27th, 2012, a motion requesting temporary allowance of your Claim solely for voting purposes in accordance with Bankruptcy Rule 3018 (such motion, the "**Rule 3018(a) Motion**"). No later than four (4) days after the filing and service of such Rule 3018(a) Motion, the Voting and Claims Agent (defined below) will send you a Solicitation Package,³ including the appropriate Ballot, and a pre-addressed, postage pre-paid envelope, which you must then return your Ballot according to the instructions attached thereto so it is **actually received** by the Voting and Claims Agent on or before April 3, 2012 (the "**Voting Deadline**"). Please be advised that the Debtors reserve all of their rights and objections regarding any and all Rule 3018(a) Motions that may be filed with the Bankruptcy Court and that the distribution of a Solicitation Package is not and shall not constitute a waiver or release of such rights and objections.

The Confirmation Hearing to consider confirmation of the Plan will commence at **2:00 p.m. prevailing Eastern Time on April 11, 2012**, before the Honorable Peter J. Walsh, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, 6th Floor, Wilmington, Delaware 19801. The Confirmation Hearing may be continued from time to time by the Bankruptcy Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Bankruptcy Court and served on such parties as the Bankruptcy Court may order. Moreover, the Plan may be modified or amended, if necessary, pursuant to Section 1127 of the Bankruptcy Code, prior to, during or as a result of the Confirmation Hearing, without further notice to parties in interest.

The deadline for filing objections to the Plan is **April 3, 2012 at 4:00 p.m. prevailing Eastern Time** (the "**Confirmation Objection Deadline**"). Any objection to the Plan must: (i) be in writing; (ii) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware; (iii) state with particularity the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (iv) be filed, contemporaneously with a proof of service, with the Bankruptcy Court and served so that it is **actually received** no later than the Confirmation Objection Deadline by the following parties (the "**Notice Parties**"). CONFIRMATION OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH HEREIN MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT AND MAY BE OVERRULED WITHOUT FURTHER NOTICE.

Notice Parties

- a) ~~a.~~ Counsel to the Debtors, Latham & Watkins LLP, 233 South Wacker Drive, Suite 5800, Chicago, ~~Illinois~~IL 60606 (Attn: Josef S. Athanas, Esq. and Matthew L. Warren, Esq.) (josef.athanas@lw.com and matthew.warren@lw.com) (fax: 312-993-9767) and Young Conaway Stargatt & Taylor LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: Michael R. Nestor, Esq. and Kara Hammond Coyle, Esq.) (mnestor@ycst.com and kcoyle@ycst.com) (fax: 302-576-3472);
- b) ~~b.~~ Counsel to the Creditors' Committee, Elliott Greenleaf, 1105 North Market

³ The Solicitation Package (as defined in the Disclosure Statement Motion) includes, among other things, a copy of the Plan and Disclosure Statement.

Street, Suite 1700, P.O. Box 2327, Wilmington, DE 19801 (Attn: Rafael Xavier Zahralddin-Aravena) (rxza@elliottgreenleaf.com) (fax: 302-384-9399) and Lowenstein Sandler, 919 65 Livingston Avenue, Roseland, NJ 07068 (Attn: S. Jason Teele, Esq.) (steele@lowenstein.com) (fax: 973-597-2347);

- c) ~~e.~~ Special Bankruptcy and Restructuring Counsel to the Agent for the First Lien Lenders, Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, NY 10019 (Attn: Scott K. Charles, Esq. and Michael S. Benn, Esq.) (SKCharles@wlrk.com and MSBenn@wlrk.com) (fax: 212-403-2158) and DLA Piper LLP, 919 North Market Street, 15th Floor, Suite 1500, Wilmington, DE 19801 (Attn: Stuart M. Brown, Esq.) (stuart.brown@dlapiper.com) (fax: 302-778-7913);
- d) ~~d.~~ Financing Counsel to the Agent for the First Lien Lenders, Morgan Lewis, 225 Franklin Street, 16th Floor, Boston, MA 02110 (Attn: Sula Fiszman, Esq.) (sfiszman@morganlewis.com) (fax: 617-341-7701);
- e) ~~e.~~ Counsel to the Agent for the Second Lien Lenders, Sidley Austin LLP, One South Dearborn, Chicago, IL 60603 (Attn: Larry Nyhan, Esq. and Jeffrey E. Bjork, Esq.) (lnyhan@sidley.com and jbjork@sidley.com) (fax: 213-896-6600);
- f) ~~f.~~ Agent for the Mezzanine Lenders, Goldman Sachs Credit Partners L.P., 30 Hudson Street, 5th Floor, Jersey City, NJ 07302 (Attn: Michelle Latzoni) (gsd.link@gs.com) (fax: 212-357-4597);
- g) ~~g.~~ Receiver for Graceway Canada Company, RSM-RichterDuff & Phelps Canada Restructuring Inc., 200 King Street West, Suite 11002, Toronto, ON M5H 3T4 (Attn: Robert Kofman and David Sieradzki) (bobby.kofman@duffandphelps.com and david.sieradzki@duffandphelps.com) (fax: 647-497-9490);
- h) ~~h.~~ Counsel to the Receiver for Graceway Canada Company, Davies Ward Phillips & Vineberg LLP, 1 First Canadian Place, Suite 4400, P.O. Box 63, Toronto, ON M5X 1B1 (Attn: Jay Swartz) (jswartz@dwvpv.com) (fax: 416-863-0871);
- i) ~~i.~~ Counsel to Graceway Canada Company, Goodmans LLP, Bay Adelaide Centre, 333 Bay Street, Suite 3400, Toronto, ON M5H 2S7 (Attn: Fred Myers, Joe Latham, and Caroline Descours) (fmyers@goodmans.ca, jlatham@goodmans.ca, and cdescours@goodmans.ca) (fax: 416-979-1234);
- j) ~~j.~~ The Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2213, Lockbox 35, Wilmington, DE 19801 (Attn: Juliet Sarkessian, Esq.) (Juliet.M.Sarkessian@usdoj.gov) (fax: 302-573-6497).

If you would like to obtain a Solicitation Package (excluding Ballots) or if you have questions regarding the procedures and requirements for objecting to the Plan, you may contact BMC Group, Inc., the voting and claims agent retained by the Debtors in these Chapter 11 Cases (the “Voting and

Claims Agent”), by: (i) calling the BMC Call Center at (888) 909-0100; (ii) visiting BMC’s website at: www.bmcgroup.com/graceway and/or (iii) writing to BMC Group, Inc., attn: Graceway Pharmaceuticals Solicitation Requests, PO Box 3020, Chanhassen, MN 55317-3020. You may also obtain copies of any pleadings filed in these Chapter 11 Case for a fee at: <http://www.deb.uscourts.gov> or free of charge at www.bmcgroup.com/graceway.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, PLEASE CONTACT THE VOTING AND CLAIMS AGENT AT THE NUMBER OR ADDRESS SPECIFIED ABOVE.

NO PERSON, INCLUDING THE VOTING AND CLAIMS AGENT, HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, INCLUDING LEGAL ADVICE, OR TO MAKE ANY REPRESENTATION, REGARDING THE DEBTORS OR THIS PLAN.

Wilmington, Delaware
_____, 2012

LATHAM & WATKINS LLP

David S. Heller
Josef S. Athanas
Matthew L. Warren
Suite 5800
233 South Wacker Drive
Chicago, IL 60606
Telephone: (312) 876-7700
Facsimile: (312) 993-9767

YOUNG CONAWAY STARGATT & TAYLOR, LLP

Michael R. Nestor (No. 3526)
Kara Hammond Coyle (No. 4410)
Rodney Square
1000 North King Street
Wilmington, DE 19801
Telephone: (302) 571-6600

ATTORNEYS FOR DEBTORS AND DEBTORS-IN-POSSESSION

Summary Report: Litéra® Change-Pro TDC 7.0.0.210 Document Comparison done on 2/28/2012 10:39:13 AM	
Style Name: L&W	
Original Filename: Original Document Name	
Original DMS: iw://US-DOCS/CH/1325950/1	
Modified Filename: Modified Document Name	
Modified DMS: iw://US-DOCS/CH/1325950/4	
Changes:	
<u>Add</u>	70
Delete	56
Move From	0
<u>Move To</u>	0
Table Insert	0
Table Delete	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Total Changes: Embedded Excel	1260Format Changes0

EXHIBIT 9

Proposed Cover Letter to Voting Classes

CH\1324386.6



March __, 2012

On ~~January~~February 25, 2012, Graceway Pharmaceuticals, LLC and its affiliated debtors¹ (collectively, the “**Debtors**”) filed (a) the **First Amended** Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC [**Docket No. 551**] (as it may be amended from time to time, the “**Plan**”) [~~Docket No. 1~~] and (b) the Disclosure Statement for the Plan [**Docket No. 552**] (the “**Disclosure Statement**”) [~~Docket No. 1~~]. On January 25, 2012, the Debtors filed the *Motion of the Debtors for an (A) Approving the Disclosure Statement, (B) Establishing the Voting Record Date, Voting Deadline and Other Dates, (C) Approving Procedures for Soliciting, Receiving and Tabulating Votes on the Plan and for Filing Objections to the Plan and (D) Approving the Manner and Forms of Notice and Other Related Documents* [Docket No. **485**] (the “**Motion**”).² On March 1, 2012, the Bankruptcy Court entered the *Order (A) Approving the Disclosure Statement, (B) Establishing the Voting Record Date, Voting Deadline and Other Dates, (C) Approving Procedures for Soliciting, Receiving and Tabulating Votes on the Plan and for Filing Objections to the Plan and (D) Approving the Manner and Forms of Notice and Other Related Documents* [Docket No. __] (the “**Order**”), which, among other things, approved certain procedures with respect to the solicitation of votes to accept or reject the Plan.

You have received this letter and the enclosed materials because you are entitled to vote on the Plan.

The enclosed materials constitute the Debtors’ “**Solicitation Package**” and consist of the following:

- a. The Confirmation Hearing Notice;
- b. The Disclosure Statement;
- c. The Plan (which may be furnished in the Solicitation Package as Exhibit A

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175), Case No. 11-13037 (PJW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (PJW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (PJW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (PJW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (PJW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (PJW); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (PJW). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 400, Bristol, TN 37620 (Attn: John Bellamy). On October 4, 2011, Graceway Canada Company filed an application in the Ontario Superior Court of Justice (Commercial List) pursuant to the *Courts of Justice Act*, R.S.O. 1990, c. C. 43.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan, Motion and Disclosure Statement, as applicable.

to the Disclosure Statement;

- d. The Disclosure Statement Order (without exhibits attached) and
- e. A Ballot and/or notice, appropriate for the specific Creditor or Interest holder, in substantially the forms attached to the Disclosure Statement Order (as may be modified for particular classes and with instruction attached thereto).

The Board of Directors of Graceway Pharma Holding Corp., the ultimate parent company to its affiliated Debtors, and which is a Debtor in these Chapter 11 Cases, has approved the filing and solicitation of votes in support of the Plan. The Debtors believe that the acceptance of the Plan is in the best interests of the holders of Claims and Interests against each of the Debtors. Moreover, the Debtors believe that any alternative other than confirmation of the Plan could result in extensive delays and increased administrative expenses, thereby resulting in smaller distributions or no distributions on account of Claims or Interests.

THE DEBTORS THEREFORE RECOMMEND THAT ALL ENTITIES ENTITLED TO VOTE SUBMIT A TIMELY BALLOT VOTING TO ACCEPT THE PLAN.

The date by which all Ballots must be received is April 3, 2012 at 4:00 p.m. eastern time.

Each Creditor should read the Plan and the Disclosure Statement with care, and you should also read the instructions attached to the enclosed Ballot for information regarding completing and returning your Ballot. The materials in the Solicitation Package are intended to be self-explanatory. If you have any questions, however, or wish to receive paper copies of any materials that may be provided in CD- ROM format at no charge, you may contact BMC Group, Inc., the voting and claims agent retained by the Debtors in these Chapter 11 Cases (the "**Voting and Claims Agent**"), by: (i) calling the BMC Call Center at (888) 909-0100; (ii) visiting BMC's website at: www.bmcgroup.com/graceway and/or (iii) writing to BMC Group, Inc., attn: Graceway Pharmaceuticals Solicitation Requests, PO Box 3020, Chanhassen, MN 55317-3020. You may also obtain copies of any pleadings filed in these Chapter 11 Case for a fee at: <http://www.deb.uscourts.gov> or free of charge at www.bmcgroup.com/graceway.

Please complete, sign and date your Ballot, and return it promptly in the envelope provided to:

By regular US mail:

BMC Group, Inc.
Attn: Graceway Pharmaceuticals Ballot Processing
PO Box 3020
Chanhassen, MN 55317-3020
Telephone: (888) 909-0100

By Messenger or overnight courier:

BMC Group, Inc.
Attn: Graceway Pharmaceuticals Ballot Processing
18675 Lake Drive East
Chanhassen, MN 55317
Telephone: (888) 909-0100

**PLEASE NOTE THAT THE BALLOT MUST BE ACTUALLY RECEIVED BY
THE VOTING AND CLAIMS AGENT ON OR BEFORE 4:00 P.M. PREVAILING
EASTERN TIME ON APRIL 3, 2012.**

BALLOTS sent by facsimile, telecopy or electronic mail will not be accepted.

Sincerely,

John A. A. Bellamy
Executive Vice President & General Counsel

Summary Report: Litéra® Change-Pro TDC 7.0.0.210 Document Comparison done on 2/28/2012 10:40:22 AM	
Style Name: L&W	
Original Filename: Original Document Name	
Original DMS: iw://US-DOCS/CH/1325951/1	
Modified Filename: Modified Document Name	
Modified DMS: iw://US-DOCS/CH/1325951/2	
Changes:	
<u>Add</u>	11
Delete	6
<i>Move From</i>	0
<i>Move To</i>	0
<u>Table Insert</u>	0
<u>Table Delete</u>	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Total Changes: Embedded Excel	170Format Changes0