

EXHIBIT 9

Proposed Cover Letter to Voting Classes



March __, 2012

On February 28, 2012, Graceway Pharmaceuticals, LLC and its affiliated debtors¹ (collectively, the “**Debtors**”) filed 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**”). On March 1, 2012, the Debtors filed the Disclosure Statement for the Plan [Docket No. 566] (the “**Disclosure Statement**”). 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 to 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 shall have the meanings set forth in the Plan, Motion and Disclosure Statement, as applicable.

- 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