

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
GRACEWAY PHARMACEUTICALS, LLC, <i>et al.</i> , <sup>1</sup>	:	Case No. 11-13036 (MFW)
Debtors.	:	Joint Administration Pending
	:	
	:	

**MOTION AND ORDER FOR ADMISSION PRO HAC VICE**

Pursuant to Local Rule 9010-1 and the attached certification, counsel moves the admission *pro hac vice* of Michael S. Benn of Wachtell, Lipton, Rosen & Katz to represent Bank of America, N.A., in its capacity as Administrative and Collateral Agent for the Pre-petition First Lien Lenders, in this matter.

Date: September 29, 2011  
Wilmington, DE

**DLA PIPER LLP (US)**

/s/ Stuart M. Brown

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R. Craig Martin (DE Bar I.D. 5032)  
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*Counsel to Bank of America, N.A., Agent*

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175); Graceway Holdings, LLC, a Delaware limited liability company (2502); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385); Chester Valley Holdings, LLC, a Delaware limited liability company (9457); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713); Graceway Canada Holdings, Inc., a Delaware corporation (6663); and Graceway International, Inc., a Delaware corporation (2399). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620 (Attn: John Bellamy).

Date 9/29/11  
Docket # 35

**CERTIFICATION OF COUNSEL TO BE ADMITTED PRO HAC VICE**

Pursuant to Local Rule 9010-1, I certify that I am eligible for admission to this Court, am admitted, practicing and in good standing as a member of the Bar of the State of New York, and am admitted to practice before the United States District Court for the Southern District of New York and that I am licensed to practice law in the State of New York, and submit to the disciplinary jurisdiction of this Court for any alleged misconduct which occurs in the preparation or course of this action. I also certify that I am generally familiar with the Court's Local Rules and the Standing Order for the District Court Fund effective January 1, 2005. I further certify that the annual fee of \$25.00 has been paid to the Clerk of the Court for the District Court.

Dated: September 29, 2011

/s/ Michael S. Benn

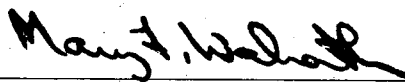
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**ORDER GRANTING MOTION**

IT IS HEREBY ORDERED counsel's motion for admission *pro hac vice* is granted.

Dated: September 30, 2011



MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE