

**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

Ref. Docket Nos. 527, 529, 530 and 532

**CERTIFICATION OF COUNSEL REGARDING
ORDERS APPROVING FIRST INTERIM FEE APPLICATIONS**

On February 14, 2012, the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) filed the *First Interim Quarterly Fee Requests of the Debtors’ Professionals* (the “**Debtors’ Application**”) [Docket No. 530]. The Debtors’ Application includes first interim fee applications for the following Debtors’ professionals:

- Young Conaway Stargatt & Taylor, LLP (co-counsel to the Debtors)
- Latham & Watkins LLP (co-counsel to the Debtors)
- Alvarez & Marsal North America, LLC (restructuring advisors to the Debtors)
- PricewaterhouseCoopers LLP (tax consultants to the Debtors)
- Edwards Wildman Palmer LLP (special intellectual property counsel to the Debtors)

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.

On February 14, 2012, the official committee of unsecured creditors in the above-captioned chapter 11 cases (the “**Committee**”) filed the following: (i) *First Interim Application of FTI Consulting, Inc. for Compensation for Services Rendered and Reimbursement of Expenses as Financial Advisor for the Official Committee of Unsecured Creditors for the Period October 13, 2011 through December 31, 2011* (the “**FTI Application**”) [Docket No. 527]; (ii) *First Interim Application of Lowenstein Sandler PC, Counsel to the Official Committee of Unsecured Creditors for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred from October 11, 2011 through December 31, 2011* (the “**Lowenstein Application**”) [Docket No. 529]; and (iii) *First Interim Application of Elliott Greenleaf as Co-Counsel to the Official Committee of Unsecured Creditors for Compensation for Services Rendered and Reimbursement of Expenses for the Official Committee of Unsecured Creditors for the Period October 13, 2011 through December 31, 2011* (the “**Elliott Greenleaf Application**,” and collectively with the Debtors’ Application, the FTI Application and the Lowenstein Application, the “**First Interim Fee Applications**”) [Docket No. 532].

The objection deadlines for each of the First Interim Applications have passed and no objections have been received. A hearing to consider the First Interim Fee Applications has been scheduled for March 16, 2012 at 9:30 a.m. (ET).

WHEREFORE, the Debtors respectfully request that the Court, at its earliest convenience, enter the orders attached hereto as Exhibit 1 and Exhibit 2 approving the First Interim Fee Applications, without further notice or hearing.

Dated: March 14, 2012
Wilmington, Delaware

Respectfully Submitted,

/s/ Kara Hammond Coyle

Michael R. Nestor (No. 3526)
Kara Hammond Coyle (No. 4410)
Morgan L. Seward (No. 5388)
YOUNG CONAWAY STARGATT & TAYLOR, LLP
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

-and-

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

ATTORNEYS FOR DEBTORS
AND DEBTORS-IN-POSSESSION