

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

In re:

GRACEWAY PHARMACEUTICALS, LLC,  
*et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 11-13036 (PJW)

Jointly Administered

Ref. Docket Nos. 18 and 125

Obj. Deadline: April 9, 2012 at 4:00 p.m. (ET)

**FIFTH (5TH) NOTICE OF FILING OF OCP AFFIDAVIT**

**PLEASE TAKE NOTICE** that on September 29, 2011, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed their Motion of the Debtors for Authority to Retain and Compensate Professionals Used in the Ordinary Course of Business [Docket No. 18] (the “OCP Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

**PLEASE TAKE FURTHER NOTICE** that on October 17, 2011, the Court entered an order approving the relief requested in the OCP Motion [Docket No. 125] (the “OCP Order”).<sup>2</sup> Among other things, the OCP Order provides that, prior to the receipt of payment for post-petition services rendered to the Debtors and expenses incurred, each Ordinary Course Professional shall file with the Court an affidavit, substantially in the form attached as Exhibit B to the OCP Motion (each, an “OCP Affidavit”), stating that such Ordinary Course Professional does not represent or hold an interest materially adverse to the Debtors or the estates regarding the matters upon which such professional is to be retained.

**PLEASE TAKE FURTHER NOTICE** that in accordance with the OCP Order, the Debtors hereby file an OCP Affidavit for the Ordinary Course Professional listed on Exhibit 1 hereto. As noted in Exhibit 1, a copy of the OCP Affidavit for such Ordinary Course Professional is annexed hereto as Exhibit 2.

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<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), 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 500, 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.

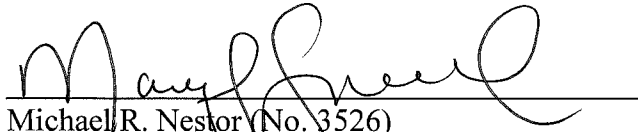
<sup>2</sup> All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the OCP Motion.

**PLEASE TAKE FURTHER NOTICE** that any objections (each, an “OCP Objection”) to the retention of the Ordinary Course Professional listed on Exhibit 1 hereto by any party in interest in these Chapter 11 Cases must be filed with the Court, and at the same time served upon the affected Ordinary Course Professional and the following parties, on or before **4:00 p.m. (prevailing Eastern Time) on April 9, 2012** (the “OCP Objection Deadline”): (i) Graceway Pharmaceuticals, LLC, 340 Martin Luther King Jr. Blvd., Suite 500, Bristol, Tennessee 37620, Attn: John Bellamy; (ii) counsel for the Debtors, Latham & Watkins LLP, Suite 5800, 233 South Wacker Drive, Chicago, Illinois 60606, Attn: Josef S. Athanas and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Michael R. Nestor; (iii) counsel for the Committee appointed by the Office of the United States Trustee, Lowenstein Sandler PC, 65 Livingston Avenue, Roseland, New Jersey 07068, Attn: S. Jason Teele and Elliott Greenleaf, 1105 North Market Street, Suite 1700, Wilmington, Delaware 19801, Attn: Rafael X. Zahralddin-Aravena; (iv) The Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801, Attn: Juliet Sarkessian; and (v) special restructuring and bankruptcy counsel to the administrative agent for the lenders under the Debtors’ prepetition first lien credit facility, Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, New York 10019, Attn: Scott K. Charles and Michael S. Benn.

**PLEASE TAKE FURTHER NOTICE THAT IF NO OCP OBJECTION IS RECEIVED ON OR BEFORE THE OCP OBJECTION DEADLINE WITH RESPECT TO THE ORDINARY COURSE PROFESSIONAL IDENTIFIED ON EXHIBIT 1 HERETO, THE DEBTORS SHALL BE AUTHORIZED TO RETAIN AND PAY SUCH ORDINARY COURSE PROFESSIONAL IN THE MANNER PROVIDED FOR IN THE OCP ORDER.**

Dated: March 23, 2012  
Wilmington, Delaware

Respectfully Submitted,



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