

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

In re:	)	
	)	Chapter 11 Cases
GRACEWAY PHARMACEUTICALS, LLC,	)	
<i>et al.</i> , <sup>1</sup>	)	Case No. 11-13036 (PJW)
	)	
Debtors.	)	Jointly Administered
	)	

**CERTIFICATION AND DECLARATION OF  
NOTICE, CLAIMS AND VOTING AGENT REGARDING SOLICITATION AND  
TABULATION OF VOTES IN CONNECTION WITH THE DEBTORS'  
FIRST AMENDED JOINT PLAN OF LIQUIDATION OF GRACEWAY  
PHARMACEUTICALS, LLC, ET. AL.**

I, Kevin Martin, certify and declare as follows:

1. I am over eighteen years of age and not a party to the above-captioned cases. I am employed as a Director by BMC Group, Inc. ("BMC"), the claims, noticing, and voting agent for the above-captioned debtors and debtors-in-possession (the "Debtors") in the chapter 11 cases. My business address is 300 North Continental Boulevard, Suite 570, El Segundo, California.

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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 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. The Debtors established March 1, 2012 as the record date (the “Voting Record Date”) for determining which creditors and holders of interests were entitled to vote on the *First Amended Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et. al.* [Docket No. 551] (the “Plan”).<sup>2</sup> Pursuant to the Plan, Holders of Class 2 Claims (the First Lien Facility Secured Claim, any First Lien Facility Deficiency Claim and any First Lien Facility Adequate Protection Claim), Class 3 Claims (any Second Lien Facility Secured Claim and any Second Lien Facility Adequate Protection Claim) and Class 5 Claims (General Unsecured Claims) are entitled to vote to accept or reject the Plan. The Class 1 Other Priority Claims and Class 4 Other Secured Claims are unimpaired under the Plan and, therefore, deemed to accept the Plan and not entitled to vote. Class 6 Intercompany Claims, Class 7 Old Equity Interests and Class 8 Old Equity Rights are impaired under the Plan and, therefore, deemed to reject the Plan and not entitled to vote.

3. In accordance with the solicitation procedures (the “Solicitation Procedures”) approved by the Court in 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. 572] (the “Solicitation Procedures Order”), BMC served the following solicitation package (the “Solicitation Package”) to the Holders of Class 2 First Lien Facility Claims, Class 3 Second Lien Facility Claims and Class 5 General Unsecured Claims via first class mail delivery on March 6, 2012:

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<sup>2</sup> Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to them in the Plan and in the Solicitation Procedures Order, as those terms are defined herein.

- (a) The Plan;
- (b) the Disclosure Statement for the First Amended Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et. al. [Docket No. 566] (the “Disclosure Statement”);
- (c) the Solicitation Procedures Order;
- (d) the Notice of (A) Confirmation Hearing, (B) Objection and Voting Deadlines and (C) Solicitation and Voting Procedures;
- (e) the appropriate Ballot; and
- (f) a pre-addressed postage paid return envelope.

4. Pursuant to the Solicitation Procedures Order, the Court established April 3, 2012 at 4:00 p.m. prevailing Eastern Time as the deadline to vote on the Plan (the “Voting Deadline”) and April 11, 2012 at 2:00 p.m. prevailing Eastern Time, as the date and time for the hearing on Plan confirmation.

5. The Disclosure Statement, Plan and Solicitation Procedures Order served as BMC’s guide for the solicitation and tabulation of votes to accept or reject the Plan. All Ballots received were reviewed in accordance with the procedures described in the Disclosure Statement and Plan and approved in the Solicitation Procedures Order.

6. The Solicitation Procedures provide that the Debtors would not count or consider for any purpose in determining whether the Plan has been accepted or rejected the following Ballots, as applicable: (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 filed, (e) any Ballot that is properly completed, executed and timely filed, but (1) indicates both an acceptance and rejection of the Plan or (2) 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 the 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, (i) any Ballot executed by the holder of an Allowed Claim, but which does not indicate acceptance or rejection of the Plan, or (j) any Ballot not cast in accordance with the procedures approved in this Order.

7. Below is a summary of all Ballots tabulated:

IMPAIRED CLASS AND DESCRIPTION	ACCEPT		REJECT	
	VOTES COUNTED	AMOUNT	VOTES COUNTED	AMOUNT
Class 2 First Lien Facility Claims	80 100.00%	\$42,060,693.62 100.00%	0 0.00%	\$0.00 0.00%
Class 3 Second Lien Facility Claims	54 100.00%	\$108,193,242.37 100.00%	0 0.00%	\$0.00 0.00%
Class 5 General Unsecured Claims	51 92.73%	\$151,196,554.44 99.99%	4 7.27%	\$3,431.55 0.01%

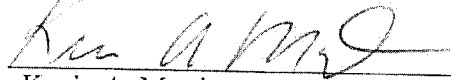
8. Attached hereto as **Exhibit A** is the full tabulation report that provides both summary and detail of all Ballots received by BMC and counted in accordance with the Solicitation Procedures.

9. All Ballots received by BMC are stored at BMC's office located at 18675 Lake Drive East, Chanhassen, Minnesota 55317, and are available for inspection by the Court or any party in interest.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: April 6, 2012

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Kevin A. Martin", written over a horizontal line.

Kevin A. Martin  
Director, BMC Group, Inc.