

**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

Docket Ref. No. 673

**CERTIFICATION OF COUNSEL REGARDING PROPOSED FINDINGS OF FACT,  
CONCLUSIONS OF LAW AND ORDER CONFIRMING FIRST AMENDED JOINT  
PLAN OF LIQUIDATION OF GRACEWAY PHARMACEUTICALS, LLC, ET AL.**

1. On April 6, 2012, the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) filed the proposed *Findings of Fact, Conclusions of Law and Order Confirming First Amended Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et al.* [Docket No. 673] (the “**Original Proposed Confirmation Order**”).

2. Attached hereto as Exhibit A is a revised proposed *Findings of Fact, Conclusions of Law and Order Confirming First Amended Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et al.* (the “**Revised Proposed Confirmation Order**”) that addresses the concerns of the Bankruptcy Court<sup>2</sup> and the United States Trustee, which were expressed at the April 11, 2012 hearing to consider confirmation of the Plan. Attached hereto as Exhibit B is a

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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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the *First Amended Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et al.* [Docket 551] (the “**Plan**”).

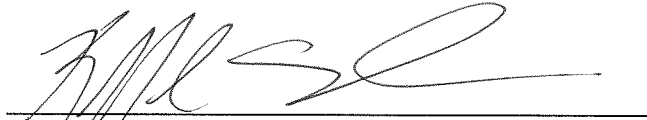
blackline comparing the Revised Proposed Confirmation Order to the Original Proposed Confirmation Order.

3. The Debtors have shared the Revised Proposed Confirmation Order with the United States Trustee, the First Lien Facility Agent, the Second Lien Facility Agent and the Creditors' Committee. The Revised Proposed Confirmation Order is supported by the United States Trustee, the First Lien Facility Agent and the Second Lien Facility Agent. Counsel to the Creditors' Committee has informed the Debtors that the Creditors' Committee will not oppose, but does not affirmatively support, the Revised Proposed Confirmation Order.

4. The Debtors believe that the Revised Proposed Confirmation Order fully resolves all concerns and objections expressed at the April 11 hearing. Accordingly, the Debtors respectfully request that the Court enter the Revised Proposed Confirmation Order at its earliest convenience without further notice or hearing.

Dated: April 19, 2012  
Wilmington, Delaware

Respectfully Submitted,



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