

**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

CERTIFICATE OF NO OBJECTION TO APPLICATION RE: DOCKET NO. 675

The undersigned hereby certifies that, as of the date hereof, no answer, objection or other responsive pleading has been received to the **Second Monthly Application of PricewaterhouseCoopers LLP for Compensation for Services Rendered and Reimbursement of Expenses as Tax Consultants to the Debtors for the Period January 1, 2012 through February 29, 2012** [Docket No. 675] (the "Application"). The Court's docket, which was last updated May 1, 2012, reflects that no objections to the Application have been filed. Objections to the Application were to be filed and served no later than April 26, 2012 at 4:00 p.m.

Pursuant to the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered on October 17, 2011 [Docket No. 127], the Debtors are now authorized to pay 80% (\$52,523.20) of requested interim fees (\$65,654.00) and 100% of requested interim expenses (\$0.00) on an interim basis without further Court order.

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.

Dated: May 1, 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, Illinois 60606

Telephone: (312) 876-7700

Facsimile: (312) 993-9767

ATTORNEYS FOR DEBTORS
AND DEBTORS-IN-POSSESSION