

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

In re:	)	Chapter 11
	)	
GRACEWAY PHARMACEUTICALS, LLC,	)	Case No. 11-13036 (PJW)
<i>et al.</i> , <sup>1</sup>	)	
	)	Jointly Administered
Debtors.	)	
	)	Related Docket No. 726

**CERTIFICATION OF COUNSEL REGARDING ORDER AUTHORIZING THE  
DEBTORS TO EMPLOY AND RETAIN TCI GROUP-LOWRY & FOSTER, INC.  
AS REAL ESTATE BROKER TO THE DEBTORS PURSUANT TO  
11 U.S.C. §§ 327(a) AND 328(a), NUNC PRO TUNC TO APRIL 24, 2012**

On April 24, 2012, the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) filed the *Application for an Order Authorizing the Debtors to Employ and Retain TCI Group-Lowry & Foster, Inc. as Real Estate Broker to the Debtors Pursuant to 11 U.S.C. §§ 327(a) and 328(a), Nunc Pro Tunc to April 24, 2012* (the “**Application**”) [Docket No. 726].<sup>2</sup> The deadline to file responses to the Application was May 2, 2012 at 4:00 p.m. (the “**Objection Deadline**”).

Prior to the Objection Deadline, the Debtors received informal comments to the Application from the Office of the United States Trustee (the “**UST**”). As a result of the UST’s

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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 meanings ascribed to such terms in the Application.

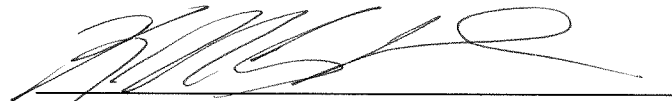
comments, the Debtors modified the proposed form of order attached to the Application (the "**Original Order**").

Attached hereto as Exhibit A is a revised form of order approving the Application (the "**Revised Order**"). The Revised Order reflects the modifications made in response to the UST's comments. For the Court's convenience, attached hereto as Exhibit B is a blackline comparing the Revised Order with the Original Order. The Debtors have circulated the Revised Order to the UST, and the UST has no objection to entry of the Revised Order.

As the Revised Order addresses the UST's comments, and as no other objections or responses have been received, the Debtors respectfully request that the Court enter the Revised Order attached hereto as Exhibit A without further notice or hearing at the Court's earliest convenience.

Dated: May 4, 2012  
Wilmington, Delaware

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