

**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. 708

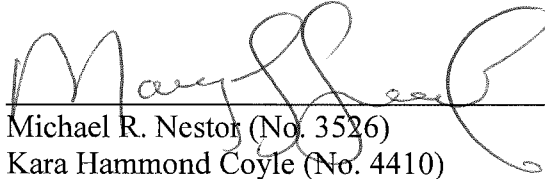
The undersigned hereby certifies that, as of the date hereof, no answer, objection or other responsive pleading has been received to the **Fifth Monthly Application of Latham & Watkins, LLP as Counsel to the Debtors for Allowance of Compensation and Reimbursement of Expenses Incurred for the Interim Period February 1, 2012 through February 29, 2012** [Docket No. 708] (the "Application"). The Court's docket, which was last updated May 25, 2012, reflects that no objections to the Application have been filed. Objections to the Application were to be filed and served no later than May 7, 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% (\$317,151.20) of requested interim fees (\$396,439.00) and 100% of requested interim expenses (\$6,060.90) 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 25, 2012
Wilmington, Delaware

Respectfully Submitted,

A handwritten signature in cursive script, appearing to read "Morgan L. Seward", is written over a horizontal line.

Michael R. Nestor (No. 3526)

Kara Hammond Coyle (No. 4410)

Morgan L. Seward (No. 5388)

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