

**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

Objection Deadline: June 28, 2012 at 4:00 a.m.

Hearing Date: July 12, 2012 at 9:30 a.m.

**NOTICE OF SEVENTH MONTHLY AND FINAL APPLICATION OF
ELLIOTT GREENLEAF, CO-COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS, FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE MONTHLY FEE PERIOD FROM
APRIL 1, 2012 THROUGH MAY 4, 2012; AND FOR THE FINAL
PERIOD FROM OCTOBER 11, 2011 THROUGH MAY 4, 2012**

TO: The Notice Parties as defined in the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the "Interim Compensation Order") (Docket No. 127). Parties receiving notice in the above-captioned matter pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") shall receive this Notice only.

PLEASE TAKE NOTICE that Elliott Greenleaf, Co-Counsel to the Official Committee of Unsecured Creditors in the above-captioned cases, has filed the **Seventh Monthly and Final Application of Elliott Greenleaf, Co-Counsel to the Official Committee of Unsecured Creditors, for Compensation and Reimbursement of Expenses for the Monthly Fee Period from April 1, 2012 through May 4, 2012; and for the final period from October 11, 2011 through May 4, 2012** (the "Application"). The Application seeks the allowance of monthly fees in the amount of **\$21,591.00** and monthly expenses in the amount of **\$88.44** for the period **April 1, 2012 through May 4, 2012** and final fees in the amount of **\$284,487.42** and final expenses in the amount of **\$8,242.07** for the period **October 11, 2011 through May 4, 2012**.

PLEASE TAKE FURTHER NOTICE that Objections, if any, to the relief requested in the Application must be filed with the United States Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801, on or **before June 28, 2012 at 4:00 p.m. (prevailing**

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); Graceway Holdings, LLC, a Delaware limited liability company (2502); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385); Chester Valley Holdings, LLC, a Delaware limited liability company (9457); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713); Graceway Canada Holdings, Inc., a Delaware corporation (6663); and Graceway International, Inc., a Delaware corporation (2399). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620 (Attn: John Bellamy).

Eastern Time), and a copy served upon the following parties so as to be received no later than 4:00 p.m. (prevailing Eastern Time) on June 28, 2012:

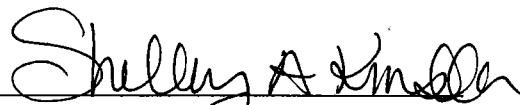
(i) Graceway Pharmaceuticals, LLC, 340 Martin Luther King Boulevard, Suite 500, Bristol, Tennessee 37620, Attn: John Bellamy; (ii) counsel for the Debtors, Latham & Watkins LLP, Suite 5800, 233 South Wacker Drive, Chicago, Illinois 60606, Attn: Josef S. Athanas and Young Conaway Stargatt & Taylor, LLP, 1000 West Street, 17th Floor, Wilmington, Delaware 19801, Attn: Michael R. Nestor; (iii) counsel for the Committee appointed by the United States Trustee, Lowenstein Sandler PC, 65 Livingston Avenue, Roseland, New Jersey 07068, Attn: S. Jason Teele and Elliott Greenleaf, 1105 North Market Street, Suite 1700, Wilmington, Delaware 19801, Attn: Rafael X. Zahralddin-Aravena; (iv) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware, Attn: Juliet Sarkessian; and (v) special restructuring and bankruptcy counsel to the administrative agent for the lenders under the Debtors' prepetition first lien credit facility, Wachtell, Lipton, Rosen & Kats, 51 West 52nd Street, New York, New York 10019, Attn: Scott K. Charles and Michael S. Benn (the "Notice Parties").

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE INTERIM COMPENSATION ORDER, IF NO OBJECTIONS ARE FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE ABOVE-CAPTIONED DEBTORS WILL BE AUTHORIZED TO PAY EIGHTY PERCENT (80%) OF REQUESTED INTERIM FEES AND ONE HUNDRED (100%) OF REQUESTED INTERIM EXPENSES WITHOUT FURTHER COURT ORDER.

PLEASE TAKE FURTHER NOTICE THAT A **HEARING TO CONSIDER APPROVAL OF THE FINAL FEE APPLICATION**, AND THE MONTHLY FEE APPLICATION TO THE EXTENT NECESSARY, WILL BE HELD BEFORE THE HONORABLE PETER J. WALSH, UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 6TH FLOOR, COURTROOM NO. 2, WILMINGTON, DELAWARE 19801, ON **JULY 12, 2012 AT 9:30 A.M. (ET)**.

Dated: June 8, 2012
Wilmington, Delaware

ELLIOTT GREENLEAF



Rafael X. Zahralddin-Aravena (DE Bar No. 4166)
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*Co-counsel for the Official Committee of
Unsecured Creditors of Graceway
Pharmaceuticals, LLC, et al.*