

**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

Related Docket Nos. 757, 767, 774, 780 & 786

**CERTIFICATION OF COUNSEL REGARDING OMNIBUS ORDER APPROVING
FINAL FEE APPLICATIONS OF DEBTORS' PROFESSIONALS**

On April 20, 2012, the Court entered the *Findings of Fact, Conclusions of Law and Order Confirming First Amended Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et al.* (the "Confirmation Order") [Docket No. 722] in the above-captioned cases.

Pursuant to the Confirmation Order, Professionals² or other Entities asserting Professional Fee Claims were required to file applications for final allowance of such Professional Fee Claims no later than June 8, 2012.

On or before June 8, 2012, various Professionals (collectively, the "Fee Applicants") filed applications for final allowance of their Professional Fee Claims (collectively, the "Final Fee Applications") [Docket Nos. 757, 767, 774, 780, and 786].

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.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the *First Amended Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et al.* [Docket No. 551].

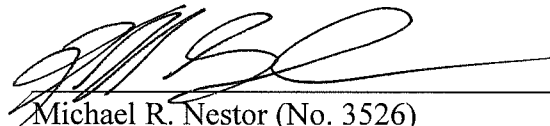
The undersigned hereby certifies that, as of the date hereof, no answer, objection or other responsive pleading to the Final Fee Applications has been received. The undersigned further certifies that the Court's docket has been reviewed in these cases and no answer, objection or other responsive pleading to the Final Fee Applications appears thereon.

For the Court's convenience, attached hereto as Exhibit A is an omnibus order approving the Final Fee Applications of the Debtors' professionals but excepting the final application of Young Conaway Stargatt & Taylor, LLP ("Yong Conaway"); attached as Exhibit B is an order approving the final fee application of Young Conaway for approval by the duty judge (collectively, the "Final Fee Orders"). The Debtors have circulated the Final Fee Orders to each of the Fee Applicants. The Fee Applicants have reviewed and agreed upon the form of the Final Fee Orders.

Accordingly, the Debtors respectfully request that the Court enter the Final Fee Orders attached hereto as Exhibit A and Exhibit B, respectively, without further notice or hearing at the Court's earliest convenience.

Dated: August 16, 2012
Wilmington, Delaware

Respectfully Submitted,



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