

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

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:   
*In re:* : Chapter 11  
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**VION PHARMACEUTICALS, INC.,<sup>1</sup>** : Case No. 09-14429 (CSS)  
:   
Debtor. : **Hearing Date: January 20, 2010 at 3:00 p.m. (ET)**  
: **Objections Deadline: January 12, 2010 at 4:00 p.m. (ET)**  
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**NOTICE OF APPLICATION**

PLEASE TAKE NOTICE that, on December 23, 2009, the above-captioned debtor and debtor-in-possession (the “Debtor”) filed the *Motion to Employ and Retain Richards, Layton & FInger, P.A. as Co-Counsel to the Debtors Nunc Pro Tunc to the Petition Date* (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Application must be in writing, filed with the Clerk of the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned proposed counsel at a date on or before **4:00 p.m. on January 12, 2010 (EST)**.

PLEASE TAKE FURTHER NOTICE that if any objections or responses are received, a hearing with respect to the Motion will be held on **January 20, 2010 at 3:00 p.m. (EST)** before The Honorable Christopher S. Sontchi at the United States Bankruptcy Court, 824 Market Street, 5<sup>th</sup> Floor, Courtroom #6, Wilmington, Delaware 19801.

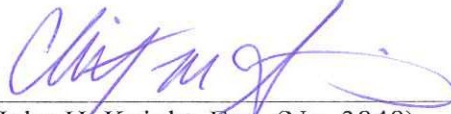
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<sup>1</sup> The Debtor in this case, along with the last four digits of the federal tax identification number for the Debtor, is Vion Pharmaceuticals, Inc. (1221). The Debtor’s corporate offices are located at 4 Science Park, New Haven, Connecticut 06511.

IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: December 23, 2009  
Wilmington, Delaware

Respectfully submitted,



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John H. Knight, Esq. (No. 3848)  
Christopher M. Samis (No. 4909)  
Julie A. Finocchiaro, Esq. (No. 5303)  
RICHARDS, LAYTON & FINGER, P.A.  
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and

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666 Fifth Avenue  
New York, New York 10128  
Telephone: (212) 318-3000  
Facsimile: (212) 318-3400

*Proposed Attorneys for the Debtor and  
Debtor in Possession*

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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**MOTION TO EMPLOY AND RETAIN  
RICHARDS, LAYTON & FINGER, P.A. AS CO-COUNSEL  
TO THE DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

The above-captioned debtor and debtor in possession (the “Debtor”) files this motion (the “Motion”) for entry of an order substantially in the form attached hereto as Exhibit A (the “Proposed Order”) authorizing the Debtor to employ and retain Richards, Layton & Finger, P.A. (“RL&F”) as its bankruptcy co-counsel *nunc pro tunc* to December 17, 2009 (the “Petition Date”). In support of this Motion, the Debtor respectfully states as follows:

**JURISDICTION**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding under 28 U.S.C. § 157(b)(2). Venue is proper under 28 U.S.C. §§ 1408 and 1409.

2. The bases for the relief requested herein are sections 327(a) and 328(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rules 2014-1 and 2016-1 of the

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<sup>1</sup> The Debtor in this case, along with the last four digits of the federal tax identification number for the Debtor, is Vion Pharmaceuticals, Inc. (1221). The Debtor’s corporate offices are located at 4 Science Park, New Haven, Connecticut 06511.

Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

### **BACKGROUND**

3. On the Petition Date, the Debtor commenced a case under chapter 11 of the Bankruptcy Code (the “Bankruptcy Case”) in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtor, a Delaware corporation, is a developmental-stage pharmaceutical company that develops therapeutics for the treatment of cancer. During the last three years, nearly all of its resources have been focused on the development of Onrigin™, a molecular anticancer agent for the treatment of acute myeloid leukemia.

4. The Debtor continues to operate its business and manage its property as a debtor in possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

5. No request for appointment of a Chapter 11 trustee or examiner has been made, and, as of the date hereof, no official committee has been appointed.

6. A description of the Debtor’s corporate structure and business and the events leading to this Chapter 11 case are set forth in the First Day Declaration.

### **RELIEF REQUESTED**

7. The Debtor seeks to employ and retain RL&F *nunc pro tunc* to the Petition Date to represent it as its co-counsel in connection with the filing and prosecution of the Bankruptcy Case. Accordingly, the Debtor respectfully requests that the Court enter the Proposed Order authorizing it to employ and retain RL&F as its attorneys under an evergreen retainer and as further described in the affidavit of John H. Knight, a director at RL&F (the “Knight Affidavit”) (attached hereto as Exhibit B).

**A. Services to be Provided**

8. Subject to further order of the Court, the Debtor requests the employment and retention of RL&F to render the following professional services:

- i. to advise the Debtor of its rights, powers, and duties as a debtor and debtor in possession in the continued operation of its business and management of its properties;
- ii. to take all necessary action to protect and preserve the Debtor's estate, including the prosecution of actions on the Debtor's behalf, the defense of any actions commenced against the Debtor, the negotiation of disputes in which the Debtor is involved, and the preparation of objections to claims filed against the Debtor's estate;
- iii. to prepare on behalf of the Debtor all necessary motions, applications, answers, orders, reports, and papers in connection with the administration of the Debtor's estate;
- iv. to attend meetings and negotiations with representatives of creditors, equity holders, prospective investors or acquirers, and other parties in interest;
- v. to appear before the Court, any appellate courts, and the Office of the United States Trustee to protect the interests of the Debtor;
- vi. to pursue approval of confirmation of a plan and approval of the corresponding solicitation procedures and disclosure statement; and
- vii. to perform all other necessary legal services in connection with the Bankruptcy Case.

**BASIS FOR RELIEF**

9. Under section 327(a) of the Bankruptcy Code, a debtor in possession "with the court's approval, may employ one or more attorneys ... that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor in possession] in carrying out [its] duties under this title." Such employment may be based "on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed percentage fee basis, or on a contingent fee basis." 11 U.S.C § 328(a).

10. The Debtor believes that RL&F is well qualified to represent them in the Bankruptcy Case in an efficient and timely manner. The Debtor has selected RL&F as their co-counsel because of the firm's extensive experience and knowledge in the field of debtors' and creditors' rights, business reorganizations and liquidations under chapter 11 of the Bankruptcy Code, its expertise, experience, and knowledge in practicing before this Court, its proximity to the Court, and its ability to respond quickly to emergency hearings and other emergency matters in this Court. RL&F's services will enable the Debtor to execute faithfully its duties as a debtor in possession.

11. RL&F has stated its desire and willingness to act in this Bankruptcy Case and to render the necessary professional services as co-counsel to the Debtor.

12. In addition, the Debtor submits that pursuant to Local Rule 9010-1(c), the Debtor is required to retain Delaware counsel.

13. By separate motion, the Debtor is also seeking to employ the law firm of Fulbright & Jaworski LLP ("Fulbright") as co-counsel in this Bankruptcy Case. Fulbright and RL&F have discussed a division of responsibilities regarding the Debtor's representation in this Bankruptcy Case and will make every effort to avoid and/or minimize duplication of services.

**A. Professional Compensation**

14. RL&F intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. Subject to those provisions, the Debtor proposes to pay RL&F its customary hourly rates in effect from time to time as set forth in the Knight Affidavit. The Debtor submits that these rates are reasonable.

15. Prior to the Petition Date, the Debtor paid RL&F a total retainer of \$91,600.00 (the “Retainer”) in connection with and in contemplation of this Bankruptcy Case. The Debtor proposes that the retainer monies paid to RL&F and not expended for prepetition services and disbursements be treated as an evergreen retainer to be held by RL&F as security throughout this Bankruptcy Case until RL&F’s fees and expenses are awarded by final order and payable to RL&F.

16. An evergreen retainer is appropriate here. First, evergreen retainer agreements reflect normal business terms in the marketplace. See In re Insilco Techs., Inc., 291 B.R. 628, 634 (Bankr. D. Del. 2003) (“it is not disputed that the taking of evergreen retainers is a practice now common in the marketplace ... [and] the practice in this district has been engaged in since at least the early 1990s”). Second, RL&F and the Debtor are sophisticated business entities that have negotiated the Retainer at arm’s length. Approval of the proposed evergreen retainer is thus warranted under the standards articulated in Insilco. Id.

**B. Disinterestedness**

17. To the best of the Debtor’s knowledge and as disclosed herein and in the Knight Affidavit: (a) RL&F is a “disinterested person” under section 101(14) of the Bankruptcy Code; (b) RL&F does not hold or represent an interest adverse to the Debtor’s estate; and (c) RL&F’s directors and associates have no connection to the Debtor, its creditors, or its related parties except as may be disclosed in the Knight Affidavit.

**C. Rule 5002**

18. As set forth in the Knight Affidavit, no director or associate of RL&F is a relative of, or has been so connected with, any judge of the bankruptcy court for this district. Accordingly, the appointment of RL&F is not prohibited by Bankruptcy Rule 5002.

NOTICE

19. Notice of this Motion has been given to: (a) the Office of the United States Trustee for the District of Delaware; (b) the Debtor's largest unsecured creditors on a consolidated basis, as identified in its chapter 11 petition; (c) counsel to the Debtor's senior secured lenders; and (d) counsel to the Debtor's junior secured lenders. In light of the nature of the relief requested, the Debtor submits that no further notice need be given.


NO PRIOR REQUEST

20. No prior request for the relief sought in this Motion has been made to this or any other court.

WHEREFORE, the Debtor respectfully requests entry of the Proposed Order granting the relief requested, and such other and further relief as the Court deems appropriate.

Dated: December 23, 2009  
Wilmington, Delaware

Respectfully submitted,

  
\_\_\_\_\_  
Alan Kessman  
CEO, Vion Pharmaceuticals, Inc.

**Exhibit A**

Proposed Order

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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:   
*In re:* : Chapter 11  
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**VION PHARMACEUTICALS, INC.,** : Case No. 09-14429 (CSS)  
:   
Debtor.<sup>1</sup> :   
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**ORDER AUTHORIZING THE DEBTOR TO EMPLOY AND RETAIN  
RICHARDS, LAYTON & FINGER, P.A. AS CO-COUNSEL  
TO THE DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

This matter coming before the Court on the *Motion to Employ and Retain Richards, Layton & Finger, P.A. as Co-Counsel to the Debtors Nunc Pro Tunc to the Petition Date* (the “Motion”); the Court having reviewed the Motion; the Court finding that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core matter pursuant to 28 U.S.C. § 157(b)(2)(A); and (c) notice of the Motion was sufficient under the circumstances; the Court having considered the Affidavit of John H. Knight (the “Knight Affidavit”); the Court having determined that the legal and factual bases set forth in the Motion and the Knight Affidavit establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. Capitalized terms not otherwise defined herein have the meaning ascribed to them in the Motion.

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<sup>1</sup> The Debtor in this case, along with the last four digits of the federal tax identification number for the Debtor, is Vion Pharmaceuticals, Inc. (1221). The Debtor’s corporate offices are located at 4 Science Park, New Haven, Connecticut 06511.

3. Pursuant to section 327(a) of the Bankruptcy Code, the Debtor is authorized to retain and employ RL&F as its co-counsel under an evergreen retainer upon the terms and conditions set forth in the Motion effective *nunc pro tunc* to the Petition Date.

4. RL&F shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any other such procedures as may be fixed by order of this Court.

5. The prepetition retainer monies paid to RL&F and not expended for prepetition services and disbursements shall be held by RL&F as security throughout the Bankruptcy Case until RL&F's fees and expenses are awarded by final order and are then payable to RL&F.

6. Notwithstanding the possible applicability of Rule 6004(h) of the Bankruptcy Rules, the terms and conditions of this order shall be immediately effective and enforceable upon its entry.

7. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

8. The Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

Dated: \_\_\_\_\_, 2010  
Wilmington, Delaware

\_\_\_\_\_  
THE HONORABLE CHRISTOPHER S. SONCHI  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit B**

Knight Affidavit

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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*In re:* : Chapter 11  
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VION PHARMACEUTICALS, INC., : Case No. 09-14429 (CSS)  
:   
Debtor.<sup>1</sup> : Re: Docket No. 7  
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**AFFIDAVIT OF JOHN H. KNIGHT IN SUPPORT OF MOTION TO EMPLOY AND  
RETAIN RICHARDS, LAYTON & FINGER, P.A. AS CO-COUNSEL TO THE  
DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

STATE OF DELAWARE            )  
  ) SS:  
COUNTY OF NEW CASTLE        )

**JOHN H. KNIGHT**, being first duly sworn to oath, deposes and says:

1. I am an attorney admitted to practice in the State of Delaware and before this Court, and a director of the firm of Richards, Layton & Finger, P.A. (“RL&F”). RL&F is a Delaware law firm with offices at One Rodney Square, 920 North King Street, Wilmington, Delaware 19801.

2. I submit this affidavit in support of the Motion (the “Motion”) of the above-captioned debtor and debtor in possession (the “Debtor”) for an order approving the employment and retention of RL&F as its co-counsel in the above-captioned bankruptcy case (the “Bankruptcy Case”), in compliance with and to provide disclosure pursuant to sections 329 and 504 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules

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2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"). Unless otherwise stated in this affidavit, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires amendment or modification upon RL&F's completion of further analysis, or as additional creditor information becomes available to it, a supplemental affidavit will be submitted to the Court.

3. Subject to approval of this Court and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, RL&F intends to apply for compensation for professional services rendered in connection with this Bankruptcy Case, plus reimbursement of actual, necessary expenses and other charges incurred by RL&F during the case. The principal professionals and paraprofessionals designated to represent the Debtor and their current standard hourly rates are as follows:

- |     |                       |                |
|-----|-----------------------|----------------|
| (a) | John H. Knight        | \$600 per hour |
| (b) | Christopher M. Samis  | \$275 per hour |
| (c) | Julie A. Finocchiaro  | \$245 per hour |
| (d) | Kristine G. Manoukian | \$245 per hour |
| (e) | Cathy Greer           | \$195 per hour |

4. The hourly rates set forth above are RL&F's standard hourly rates for work of this nature. These rates are set at a level designed to compensate RL&F fairly for the work of their attorneys and paralegals and to cover fixed and routine overhead expenses. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals within RL&F may from time to time serve the Debtor in connection with the matters described herein.

5. It is RL&F's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll, and other charges, regular mail and express mail charges, special or hand delivery charges, document processing charges, printing/photocopying charges, travel expenses, expenses for "working meals," computerized research charges, transcription costs as well as non-ordinary overhead expenses such as secretarial and other overtime. RL&F will charge the Debtor for these expenses in a manner and at rates consistent with charges made generally to RL&F's other clients or as previously fixed by this Court. RL&F believes that it is more fair to charge these expenses to the clients incurring them instead of increasing hourly rates and spreading these expenses among all clients.

6. Neither I, RL&F, nor any director or associate of RL&F, insofar as I have been able to ascertain, has in the past represented the Debtor's largest creditors, any significant beneficiaries of the Debtor (holding 5% or more of the beneficial interests in the Debtor) or any Potential Party in Interest (as defined below), except as hereinafter set forth.

7. In preparing this affidavit, we used a set of procedures established by RL&F to insure compliance with the requirements of the Bankruptcy Code and the Bankruptcy Rules regarding retention of professionals by a debtor or official committee under the Bankruptcy Code. In that regard, RL&F requested and obtained from the Debtor a list of the names of entities who may be parties in interest in this Bankruptcy Case, including but not limited to, the Debtor's secured creditors, the Debtor's largest unsecured creditors, present officers and directors, and parties holding equity interests in the Debtor (the "Potential Parties in Interest").

8. RL&F maintains and systematically updates its conflict check system in the regular course of its business and it is the regular practice of RL&F to make and maintain these records. The conflict system maintained by RL&F is designed to include (i) every active matter on which RLF is engaged, (ii) every closed matter on which RLF has been engaged since 1990, (iii) the entity by which it is now or has been engaged, (iv) the identity of related parties, (v) the identity of adverse parties, and (vi) the attorney at RL&F that is knowledgeable about the matter. It is the policy of RL&F that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and the related and adverse parties. Accordingly, the database is updated for every new matter undertaken by RL&F. The scope of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

9. RL&F has in the past represented, currently represents, and/or may in the future represent, in matters wholly unrelated to this Bankruptcy Case, certain Potential Parties in Interest (including, without limitation, those entities set forth on Exhibit 1 attached hereto who are current clients or are affiliates thereof, and those entities or affiliates thereof set forth on Exhibit 2 attached hereto who have been represented by RL&F within the last five (5) years). I do not believe that any single matter is a major engagement that would involve either the billing of fees in excess of one half of one percent (.5%) of RL&F's annual fees billed, or that, in the aggregate for any affiliated group of entities, exceeds one percent (1%) of RL&F's annual fees billed. In any event, RL&F will not represent any of the foregoing claimants or any party in interest in any facet of the Debtor's Bankruptcy Case.

10. I do not believe there is any connection or interest (as such terms are used in section 101(14) of the Bankruptcy Code and Bankruptcy Rule 2014(a)) between RL&F and (i) the United States Trustee or any person employed by the Office of the United States Trustee or (ii) any counsel, accountants, financial consultants and investment bankers who represent or may represent claimants or other parties in interest in this Bankruptcy Case. In addition, as part of its practice, RL&F appears in cases, proceedings and transactions involving many different attorneys, co-counsel, accountants, financial consultants, and investment bankers, some of which now or may in the future represent claimants and parties in interest in this Bankruptcy Case. RL&F has not represented and will not represent any such entities in relation to the Debtor and this Bankruptcy Case, nor does RL&F have any relationship with any such entities that would be adverse to the Debtor or its estate in the matters upon which RL&F is to be employed in this Bankruptcy Case.

11. Prior to the Petition Date, RL&F rendered legal services to the Debtor in connection with the preparation of and commencement of this Bankruptcy Case. RL&F received a total retainer of \$91,600.00 for the payment of prepetition services and related expenses. A portion of this payment has been applied to outstanding balances existing as of the Petition Date. An accounting summary of payments made to RL&F and estimated amounts incurred by RL&F is attached hereto as Exhibit 3. The Debtor proposes that the retainer monies paid to RL&F and not expended for prepetition services and disbursements be treated as an evergreen retainer to be held by RL&F as security throughout the Bankruptcy Case until RL&F's fees and expenses are awarded by final order and are then payable to RL&F.

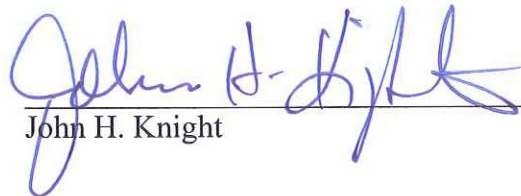
12. Except as set forth herein, and based upon the information available to me, neither I, RL&F, nor any director or associate thereof, insofar as I have been able to ascertain,

holds or represents any interest adverse to the Debtor or its estate in the matters upon which RL&F is to be employed in this Bankruptcy Case. Based upon the information available to me, I believe that RL&F is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

13. No promises have been received by RL&F, or by any director or associate thereof, as to compensation in connection with this Bankruptcy Case other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. RL&F has no agreement with any other entity to share with such entity any compensation received by RL&F.


14. To the best of my knowledge, no director or associate of RL&F is a relative of, or has been so connected with, any judge of the bankruptcy court for this district. Accordingly, I understand that the appointment of RL&F is not prohibited by Bankruptcy Rule 5002.

Dated: December 23, 2009

  
\_\_\_\_\_  
John H. Knight

SWORN TO AND SUBSCRIBED

before me this <sup>23rd</sup>~~22nd~~ day of December, 2009.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:

**JANEL R. GATES**  
**Notary Public - State of Delaware**  
**My Comm. Expires Feb. 2 2011**

## Exhibit 1<sup>1</sup> - Current Clients<sup>2</sup>

### **Bondholders**

- Deutsche Bank AG and certain affiliates thereof
- Goldman Sachs & Co. and certain affiliates thereof
- Certain affiliates of BNP Cooper Neff
- Certain affiliates of Iroquois Capital Partners, LLC
- Certain affiliates of Lazard Asset Management
- Certain affiliates of Castle Creek Partners, LLC
- Highbridge Capital and certain affiliates.
- Baker Brothers Investments and certain affiliates thereof
- Huntington National Bank and certain affiliates thereof
- U.S. Trust, Bank of America Private Wealth Management and certain affiliates thereof
- Principal Global Investors and certain affiliates thereof

### **Trustee to Bonds**

- U.S. Bank, N.A. and certain affiliates thereof

### **Insurers**

- Guardian and certain affiliates thereof
- Metropolitan Life and certain affiliates thereof
- Certain affiliates of Security Mutual Life Insurance
- Axis Insurance Co. and certain affiliates thereof
- Unum Life Insurance Co. of America and certain affiliates thereof
- Certain affiliates of Anthem BCBS
- Federal Insurance Company and certain affiliates thereof
- Federal Insurance Co. and certain affiliates thereof
- Certain affiliates of Gerling
- Illinois National Insurance Company

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<sup>1</sup> Parties that are both current clients and former clients of RL&F are only listed on Exhibit 1—Current Clients.

<sup>2</sup> Due to the similarity of names of certain entities, RL&F was not able to determine if all entities listed herein are actually affiliates of current clients. However, out of an abundance of caution, RL&F has listed those entities which it reasonably believes may be affiliates of current clients.

### **Top 38 Unsecured Creditors**

- Certain affiliates of Covance Laboratories
- Certain affiliates of MDS Pharma Services (USA) Inc.
- Ernst & Young, LLP and certain affiliates thereof
- U.S. Bank, N.A. and certain affiliates thereof

### **Utility**

- AT&T and certain affiliates thereof
- AT&T Mobility and certain affiliates thereof
- Avaya, Inc.

### **Landlords**

- Certain affiliates of Science Park Development Corporation

### **Otherwise Interested Parties**

- Citibank, N.A. and certain affiliates thereof
- UBS Financial Services, Inc. and certain affiliates thereof
- Ernst & Young, LLP and certain affiliates thereof
- Takeda and certain affiliates thereof
- Wyeth
- Novartis and certain affiliates thereof
- OSI Pharmaceuticals, Inc.
- Pfizer, Inc. and certain affiliates thereof
- Roche and certain affiliates thereof
- Certain affiliates of Canaan Partners
- William R. Miller
- Amgen Inc. and certain affiliates thereof
- Bristol-Myers Squibb Company and certain affiliates thereof
- Celgene Corporation and certain affiliates thereof
- Eli Lilly and Company and certain affiliates thereof
- Internal Revenue Service
- Certain affiliates of Mellon Trust of New England
- Certain affiliates of MetLife and Annuity Company of CT
- Certain affiliates of Anthem BCBS

- Certain affiliates of AON Risk Services
- Certain affiliates of Sigma Aldrich Fine Chemicals, Inc.
- John Feeney
- Certain affiliates of Roth Capital Partners, LLC

## Exhibit 2 - Former Clients<sup>1</sup>

### **Bondholder**

- Tang Capital and certain affiliates
- Hammerman Capital and certain affiliates

### **Top 38 Unsecured Creditors**

- Certain affiliates of St. Francis Hospital & Health Centers
- Certain affiliates of Yale University School of Medicine
- Certain affiliates of Duke University Medical Center

### **Insurer**

- Certain affiliates of CNA

### **Other interested parties**

- Certain affiliates of CIBC World Markets Corp.
- Certain affiliates of Hovon Stichting Haemoto Oncologie voor Vowassesnen.
- Achillion Pharmaceuticals, Inc.
- CRT Capital Group, LLC and certain affiliates
- Zygo Corporation
- Certain affiliates of Sanofi Aventis
- Certain affiliates of BMP Sunstone Corp.
- Certain affiliates of CRT Investment Banking, LLC
- Certain affiliates of Rofin Sinar Technologies, Inc.
- Certain affiliates of Atrazeneca PLC
- Biogen Idec and certain affiliates thereof
- Cephalon and certain affiliates thereof
- Chiron Corporation
- Certain affiliates of Eisai, Inc.
- Genzyme Corporation and certain affiliates thereof
- Glaxo Smith Kline and certain affiliates thereof
- Johnson & Johnson and certain affiliates thereof

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<sup>1</sup> Due to the similarity of names of certain entities, RL&F was not able to determine if all entities listed herein are actually affiliates of former clients. However, out of an abundance of caution, RL&F has listed those entities which it reasonably believes may be affiliates of former clients.

- Certain affiliates of the Environmental Protection Agency
- Certain affiliates of the Food and Drug Administration
- Certain affiliates of the Securities and Exchange Commission

**EXHIBIT 3**

**ACCOUNTING SUMMARY OF PAYMENTS**

<b>Date</b>	<b>Transaction</b>	<b>Amount</b>	<b>Retainer Balance</b>
11/5/09	Transferred to RL&F	\$50,000.00	\$50,000.00
12/16/09	Transferred to RL&F	\$41,600.00	\$91,600.00
12/17/09	The retainer amount has been drawn down based on services performed from November 5, 2009 through the filing of the petition on December 17, 2009. This amount represents a good faith estimate of the fees and expenses associated with all such services, including fees and expenses already recorded in RL&F's billing system and those not yet recorded in the system. RL&F will submit a reconciliation of the actual prepetition fees and expenses in the near future.	(\$43,388.92)	\$48,211.08.00  (to be treated as an "evergreen retainer")