

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

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In re: : Chapter 11
:
VION PHARMACEUTICALS, INC.,¹ : 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 22, 2009, the above-captioned debtor and debtor-in-possession (the “Debtor”) filed the *Debtor and Debtor-in-Possession’s Application for an Order Authorizing Employment and Retention of Fulbright & Jaworski L.L.P. Nunc Pro Tunc to the Petition Date as Counsel for the Debtor and Debtor-in-Possession* (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, 5th Floor, Courtroom #6, Wilmington, Delaware 19801.

¹ 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 22, 2009
Wilmington, Delaware

Respectfully submitted,



John H. Knight, Esq. (No. 3848)
Christopher M. Samis (No. 4909)
Julie A. Finocchiaro, Esq. (No. 5303)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701
Email: knight@rlf.com
samis@rlf.com
finocchiaro@rlf.com

and

Paul Jacobs
Merrill M. Kraines
David L. Barrack
FULBRIGHT & JAWORSKI L.L.P.
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*

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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VION PHARMACEUTICALS, INC., : Case No. 09-14429 (CSS)
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**DEBTOR AND DEBTOR-IN-POSSESSION'S APPLICATION
FOR AN ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF
FULBRIGHT & JAWORSKI L.L.P. *NUNC PRO TUNC* TO THE PETITION DATE
AS COUNSEL FOR THE DEBTOR AND DEBTOR-IN-POSSESSION**

Vion Pharmaceuticals, Inc., as debtor and debtor-in-possession (the "Debtor"), hereby files this application (the "Application") seeking (i) authority to employ and retain Fulbright & Jaworski L.L.P. ("Fulbright" or the "Firm") as counsel for the Debtor in the above-captioned chapter 11 case, *nunc pro tunc* to the Petition Date (defined herein), and in support thereof, the Debtor respectfully represents as follows:

Jurisdiction

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

¹ 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.

2. The statutory bases for the relief requested herein are §§ 327, 329, 330, and 504 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 Rules 2014-1 and 2016-1 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

Background

3. On December 17, 2009 (the “Petition Date”), the Debtor filed its voluntary petition for relief under chapter 11 of the Bankruptcy Code.

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 Declaration of Alan Kessman in Support of Chapter 11 Petition and First Day Pleadings (the “First Day Declaration”), filed on the Petition Date, which is incorporated herein by reference and shall constitute, in part, the evidentiary support for the Application.²

² Capitalized terms not defined herein shall have the meaning ascribed in the First Day Declaration.

Relief Requested

7. The Debtor seeks the entry of an order substantially in the form attached hereto as **Exhibit B** authorizing the employment and retention of Fulbright as the Debtor's attorneys to file and prosecute this chapter 11 case and all related matters, effective as of the Petition Date.

Basis for Relief Requested

8. The Debtor has determined that it will be necessary to engage counsel with knowledge and experience in the areas of bankruptcy, reorganization, litigation, securities law, employee benefits, intellectual property, mergers and acquisitions, divestitures, and corporate governance. Such legal counsel will enable the Debtor to carry out its duties in this chapter 11 proceeding and to assist in the reorganization or liquidation of its estate. The Debtor, therefore, proposes to retain and employ Fulbright as counsel in all phases of this chapter 11 case pursuant to § 327(a) of the Bankruptcy Code.

9. Section 327 provides in relevant part: "the trustee, 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 trustee in carrying out the trustee's duties under this title." 11 U.S.C. § 327(a).

10. Fulbright is a law firm, which employs approximately 1,000 attorneys. The Firm maintains offices for the practice of law at 666 Fifth Avenue, New York, New York, as well as offices in Austin, Dallas, Denver, Houston, Los Angeles, Minneapolis, San Antonio, St. Louis, Washington, D.C., and international offices in Beijing, Dubai, Hong Kong, London, Munich, and Riyadh. The majority of services to be provided to the Debtor by Fulbright are expected to be provided by attorneys in Fulbright's New York office.

11. Fulbright has represented the Debtor, a long-standing Firm client, since 1999, regarding a number of matters, including providing general corporate advice and legal services relating to bankruptcy, reorganization, litigation, securities law, employee benefits, intellectual property, potential mergers and acquisitions, divestitures, and corporate governance. Fulbright holds no claim against the Debtor for amounts owing in respect of the rendering of prepetition services.

12. Over the course of its relationship with the Debtor, Fulbright has become thoroughly familiar with the Debtor's business and affairs, as well as the Debtor's capital structure. The Debtor now desires to employ and retain, pursuant to § 327(a) of the Bankruptcy Code, Fulbright as counsel to perform the extensive legal services that will be necessary during this Chapter 11 case, as more fully described below. The Debtor has been informed that (i) David L. Barrack of Fulbright, a partner who will be engaged in this chapter 11 case, is a member in good standing of, among others, the Bar of the State of New York and the United States District Court for the Southern District of New York; and (ii) Paul Jacobs and Merrill Kraines, Fulbright partners who will also be engaged in this chapter 11 case, are members in good standing of the Bar of the State of New York.

13. The Debtor has selected Fulbright as § 327(a) counsel because of the Firm's knowledge of the Debtor, as well as the Firm's experience and knowledge in the field of business reorganizations under chapter 11 of the Bankruptcy Code and other related matters. Fulbright's experience includes representing debtors, creditors' committees and major interests in some of the nation's highest profile bankruptcy and workout cases, including *Enron Corp.*, *Mirant Corporation*, *Calpine Corporation*, *ASARCO LLC*, *Dynegy, Inc.*, *United Airlines, Inc. (UAL Corporation)*, *Delta Air Lines, Inc.*, *Frontier Airlines, Inc. (Frontier Airlines Holdings, Inc.)*,

Braniff International Airways, Inc., Lehman Brothers Holdings, Inc., Northwest Airlines, Inc., US Airways, Inc., Continental Airlines, Trans World Airlines, Scotia Pacific Company, LLC, and WorldCom, Inc. Fulbright also has substantial experience representing companies involved in the biotech and pharmaceuticals industry.

14. For the reasons stated above, the Debtor believes that the Firm is both well qualified and uniquely able to represent it as the debtor and debtor-in-possession in this chapter 11 case in an efficient and timely manner. Additionally, Fulbright has recently advised the Debtor regarding various restructuring alternatives, including relating to its bankruptcy proceedings and other possible strategic alternatives. The Firm's continued representation of the Debtor will avoid the time and expense necessarily required by new attorneys to familiarize themselves with the intricacies of the Debtor's business, operations, and capital structure, resulting in gains in efficiency and economy throughout the Debtor's restructuring process. If the Debtor was required to retain counsel other than Fulbright in connection with the prosecution of this chapter 11 case, the Debtor, its estate, and all parties-in-interest would be unduly prejudiced by the time and expense necessarily required by such new attorneys to familiarize themselves with the intricacies of the Debtor's business, operations, and capital structure.

Scope of Services

15. The services of Fulbright are necessary and essential to enable the Debtor to execute faithfully its duties as a debtor-in-possession. Subject to the control and further order of this Court, Fulbright will be required to render various services to the Debtor, including the following professional services:

- a. providing advice to the Debtor with respect to its powers and duties as a debtor-in-possession in the continued operation of its business and the management of its property;

- b. taking necessary or appropriate action to protect and preserve the Debtor's estate, including prosecuting actions on the Debtor's behalf, defending any actions commenced against the Debtor, conducting negotiations concerning litigation or other disputes in which the Debtor is involved, and filing and prosecuting objections to claims filed against the Debtor's estate;
- c. preparing, on behalf of the Debtor, applications, motions, answers, orders, reports, memoranda of law, and other papers in connection with the administration of the Debtor's estate;
- d. representing the Debtor in negotiations with all other creditors, equity holders, and parties-in-interest, including governmental agencies and authorities;
- e. representing the Debtor regarding possible dispositions of assets;
- f. negotiating and preparing on behalf of the Debtor a plan of reorganization and all related documents; and
- g. performing other necessary or appropriate legal services in connection with this Chapter 11 case.

16. Fulbright has indicated a willingness to act on behalf of the Debtor to render the foregoing professional services.

17. In addition to Fulbright, the Debtor is seeking by separate application the retention of Richards, Layton & Finger, P.A. ("RL&F") as its Delaware co-counsel in this chapter 11 proceeding. Fulbright does not maintain an office in the State of Delaware and, to comply with Local Rule 9010-1(c), the Debtor is required to retain local counsel. Fulbright and RL&F intend to work cooperatively to provide effective and cost-efficient representation of the Debtor in its reorganization and will make every effort to minimize and avoid duplication of services.

18. The Debtor requests approval of the employment of Fulbright *nunc pro tunc* to the Petition Date. Such relief is warranted by the extraordinary circumstances presented by this case. The Third Circuit has identified "time pressure to begin service" and absence of prejudice

as factors favoring *nunc pro tunc* retention. See *Matter of Arkansas Co.*, 798 F.2d 645, 650 (3d Cir. 1986); see also *In re Indian River Homes, Inc.*, 108 B.R. 46, 52 (D. Del. 1989), *app. dismissed*, 909 F.2d 1406 (3d Cir. 1990). The complexity, intense activity, and speed that have characterized this case have necessitated that the Debtor, Fulbright, and RL&F focus their immediate attention on time-sensitive matters and promptly devote substantial resources to the affairs of the Debtor pending submission and approval of this Application.

Fulbright's Disinterestedness

19. To the best of the Debtor's knowledge, and except as set forth herein and as otherwise disclosed in the Declaration of David L. Barrack, executed on December 22, 2009 (the "Barrack Declaration"), annexed hereto as Exhibit A, the partners, counsel, and associates of Fulbright have not represented, and do not have any connection with, the Debtor, its creditors, equity security holders, any other parties-in-interest in any matters relating to the Debtor or its estate, the Debtor's respective attorneys and accountants, the United States Trustee for the District of Delaware, or any person employed by the office of the United States Trustee for the District of Delaware in this Chapter 11 proceeding.

20. As disclosed in the Barrack Declaration, the Firm currently represents certain of the Debtor's creditors and other parties-in-interest in matters wholly unrelated to these proceedings. Fulbright has fully informed the Debtor of its ongoing representation of such entities, and the Debtor has consented to the Firm's continued representation of these entities in matters unrelated to these proceedings. The Debtor believes that Fulbright's current and future representation of these entities will not in any way adversely affect the Firm's representation of the Debtor.

21. To the best of the Debtor's knowledge, and as disclosed in the Barrack Declaration, Fulbright does not hold or represent any interest adverse to the Debtor or its estate, Fulbright is a "disinterested person" as that phrase is defined in § 101(14) of the Bankruptcy Code, as modified by § 1107(b) of the Bankruptcy Code, and Fulbright's employment and retention is necessary and in the best interests of the Debtor and its estate.

22. The proposed employment of Fulbright is not prohibited by or improper under Bankruptcy Rule 5002.

23. In the event that matters should arise over the course of this chapter 11 case to which Fulbright may be precluded from acting by reason of an actual or potential conflict of interest, the Debtor will rely on RL&F (if retained) or will retain conflicts counsel if appropriate to handle such matters.

24. Fulbright will periodically review its files during the pendency of this chapter 11 case to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Fulbright will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

Professional Compensation

25. The Debtor understands that Fulbright intends to apply to the Court for allowance of compensation and reimbursement of fees and expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules³ and orders of the Court. Subject to such provisions and Court orders, compensation will be payable to

³ Including, but not limited to, the requirements set forth in Local Rule 2016-2(e).

Fulbright on an hourly basis at its customary hourly rates for bankruptcy services rendered as in effect from time to time, plus reimbursement of actual, necessary expenses incurred by the Firm. Fulbright's hourly rates for New York office timekeepers⁴ applicable in this chapter 11 proceeding, subject to periodic adjustments to reflect economic and other conditions, are:

Partners	\$410-\$950
Associates	\$205-\$665
Of Counsel	\$410-\$945
Paralegals	\$35-\$380
Project Assistants	\$60-\$150

The Firm's standard hourly rates are set at a level designed to compensate fairly the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses.⁵

26. In connection with the reimbursement of actual, necessary expenses, the Debtor has been informed that it is the Firm's policy to charge its clients in all areas of practice for expenses and charges incurred in connection with the clients' case. The expenses generally charged to Fulbright's clients include, among other things, photocopying charges, long distance telephone calls, facsimile transmissions, messengers, courier mail, computer and electronic research time, word processing, secretarial and temporary employees, overtime meals, overtime and late night transportation, travel, lodging, food charges for business meetings, postage, printing, transcripts, filing fees and document retrieval. The Debtor has been informed that the

⁴ While it is not anticipated that many timekeepers from Fulbright offices other than New York will be involved to a significant extent in this Chapter 11 case, any such timekeepers will be charged at hourly rates then in effect in such offices.

⁵ Fulbright periodically adjusts its firm-wide billing rates to reflect economic changes in the market in which it operates. While no such adjustment will be applied specifically to the Debtor alone, Fulbright anticipates that any such firm-wide adjustment will also apply to the Debtor and will be reflected in fee applications submitted to the Court.

Firm believes it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all of its clients. The Debtor has been assured that Fulbright will charge the Debtor for these expenses in a manner and at rates consistent with charges generally made to the Firm's other clients.

27. Fulbright received a cash retainer in the amount of \$40,000 (as set forth in the Barrack Declaration) from the Debtor in connection with the potential restructuring of the Debtor's capital structure and financial obligations, possible mergers and acquisitions and divestitures, and the commencement and prosecution of this chapter 11 case, and for the reimbursement of reasonable and necessary expenses incurred in connection therewith.

28. Fulbright will apply this retainer to its fees and expenses incurred prior to the Petition Date.⁶ Any amount of prepetition fees and expenses in excess of the retainer will be waived. To the extent that the retainer exceeds the prepetition fees and expenses, any excess amounts will be applied to such post petition allowances of compensation and reimbursement of expenses that are allowed by the Court.

29. No promises have been received by the Firm or any member, counsel, senior attorney, associate, or other employee thereof as to compensation or payment in connection with this case other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and orders of this Court. Fulbright has no agreement

⁶ Fulbright will make appropriate and timely disclosure to the Court of the same.

with any other entity to share with such entity any compensation received by the Firm in connection with services rendered and fees and/or expenses paid in this chapter 11 case.

Notice

29. Among others, notice of this Application has been given via facsimile, electronic transmission, hand delivery, and/or overnight mail to the (i) Office of the United States Trustee for the District of Delaware; and (ii) holders of the thirty (30) largest unsecured claims against the Debtor, including the trustee under that certain indenture dated as of February 20, 2007, with respect to the Debtor's 7.75% Convertible Senior Notes due 2012. The Debtor submits that no other notice need be given.

No Prior Request

30. No prior request for the relief sought herein has been made to this or any other court.

WHEREFORE, the Debtor respectfully requests that this Court (i) grant this Application; (ii) authorize the Debtor to employ and retain Fulbright & Jaworski L.L.P. as its counsel in this chapter 11 case effective as of the Petition Date; (iii) enter the proposed Order attached hereto; and (iii) grant such other and further relief as it deems just and proper.

Dated: December 12, 2009
New Haven, Connecticut



By: Alan Kessman
Title: Chief Executive Officer,
Vion Pharmaceuticals, Inc.
4 Science Park
New Haven, Connecticut 06511

For the Debtor and Debtor-in-Possession

EXHIBIT A

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

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In re: : Chapter 11
:
VION PHARMACEUTICALS, INC., : Case No. 09-14429 (CSS)
:
Debtor.¹ :
:
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**DECLARATION OF DAVID L. BARRACK IN SUPPORT OF
APPLICATION AUTHORIZING EMPLOYMENT AND RETENTION
OF FULBRIGHT & JAWORSKI L.L.P. AS COUNSEL FOR
THE DEBTOR AND DEBTOR-IN-POSSESSION**

I, DAVID L. BARRACK, do hereby declare as follows:

1. I am a member of the firm of Fulbright & Jaworski L.L.P. ("Fulbright" or the "Firm"), which maintains an office for the practice of law, among other places, at 666 Fifth Avenue, New York, New York 10103.

2. I am an attorney-at-law admitted to practice before the courts of the State of New York and Connecticut, and the United States District Courts for the Southern and Northern Districts of New York and the District of Connecticut.

3. I submit this declaration in support of the Application of the above-captioned debtor (the "Debtor") for an order approving the retention of Fulbright, as Debtor's counsel, in the above-captioned case, in compliance with, and to provide disclosures pursuant to §§ 327(a), 329 and 504 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2014(a),

¹ 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.

2016(b) and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 2014-1 and 2016-1 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”). Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein. To the extent that any information disclosed herein requires amendment or modification upon Fulbright’s completion of further analysis or as additional information becomes available to it, a supplemental declaration will be submitted to this Court.

4. In addition to Fulbright, the Debtor is seeking by separate application the retention of Richards, Layton & Finger, P.A. (“RL&F”) as its Delaware co-counsel in this chapter 11 proceeding. Fulbright and RL&F intend to work cooperatively to provide effective and cost-efficient representation of the Debtor.

5. Fulbright is composed, in part, of attorneys with knowledge and experience in the practice areas of bankruptcy, reorganization, litigation, securities law, employee benefits, intellectual property, mergers and acquisitions, divestitures, corporate governance, and other areas that may be relevant to this chapter 11 proceeding.

6. Fulbright is a “disinterested person” as that term is defined in § 101(14) of the Bankruptcy Code in that Fulbright, its partners, counsel, senior attorneys, and associates:

- a. are not creditors, equity security holders, or insiders of the Debtor;
- b. are not and were not, within two years before the Petition Date, a director, officer, or employee of the Debtor;
- c. do not have interests materially adverse to the interest of the Debtor's estate or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtor or for any other reason; and
- d. have not represented any party in connection with matters relating to the Debtor, although Fulbright has certain relationships with other parties-in-interest and other professionals in connection with unrelated matter.

7. As detailed in the Application, prior to the commencement of this chapter 11 case, the Firm has regularly provided representation and advice to the Debtor, as a long-standing client of the Firm. Most recently, Fulbright has advised the Debtor regarding various restructuring alternatives, including relating to its bankruptcy proceedings and other possible strategic alternatives.

8. As a result of its longstanding relationship with the Debtor, the Firm has unique knowledge of the Debtor's business, operations, and capital structure. The Firm's continued representation of the Debtor will avoid the time and expense necessarily required by new attorneys to familiarize themselves with the intricacies of the Debtor's business, operations, and capital structure, resulting in gains in efficiency and economy throughout the Debtor's restructuring process. In the event that matters should arise over the course of this chapter 11 case to which Fulbright may be precluded from acting by reason of an actual or potential conflict of interest, the Debtor will rely on RL&F (if retained) or will retain conflicts counsel if appropriate to handle such matters.

9. Fulbright is not a creditor of the Debtor. In the calendar year 2009, Fulbright has received \$813,725.44 in payments from the Debtor.

10. In addition, Fulbright received a cash retainer in the amount of \$40,000 from the Debtor in connection with the potential restructuring of the Debtor's capital structure and financial obligations, possible mergers and acquisitions and divestitures, and the commencement and prosecution of this chapter 11 case, and for the reimbursement of reasonable and necessary expenses incurred in connection therewith. Fulbright will apply this retainer to its fees and expenses incurred prior to the Petition Date.² Any amount of prepetition fees and expenses in excess of the retainer will be waived. To the extent that the retainer exceeds the prepetition fees and expenses, any excess amounts will be applied to such post petition allowances of compensation and reimbursement of expenses that are allowed by the Court.

Fulbright's Disclosure Procedure

11. In preparing this Declaration, in order to ensure compliance with the requirements of the Bankruptcy Code and the Bankruptcy Rules regarding the retention of professionals by the Debtor, I directed that a list (the "Conflicts Checklist") of (i) entities affiliated with or related to the Debtor, (ii) professionals retained by the Debtor in this chapter 11 proceeding, (iii) key creditors of the Debtor and (iv) certain other parties-in-interest in this chapter 11 case be submitted to the Firm's Data Control Department. The Conflicts Checklist is attached hereto as **Exhibit I**. Fulbright's Data Control Department ran a computerized check of each of these persons or entities against the Firm's client database and conflicts database system to determine which persons or entities, if any, Fulbright currently represents ("Current Clients") or has represented in the past ("Former Clients"). A list of Current Clients matching those entities on the Conflicts Checklist is attached hereto as **Exhibit II**. A list of Former Clients matching those

² Fulbright will make appropriate and timely disclosure to the Court of the same.

entities on the Conflicts Checklist is attached hereto as Exhibit III. Exhibits I, II, and III are incorporated herein for all purposes.

12. Fulbright, which employs approximately 1,000 attorneys in 16 offices around the globe, has a large and diversified legal practice with more than 60 integrated practice areas that encompass, amongst other things, the representation of many financial institutions and commercial corporations. Some of those entities are or may consider themselves to be creditors or parties-in-interest in the Debtor's pending chapter 11 case or to otherwise have interests in this case. Fulbright has represented, currently represents, and/or may represent in the future persons or entities listed in the Conflicts Checklist (or their affiliates) in matters totally unrelated to the Debtor. The list of these Conflicts Checklist entities that Fulbright either currently represents or has represented in the past is provided in Exhibits II and III annexed hereto. To the best of my knowledge, none of the entities from the Conflicts Checklist represented five percent (5%) or more of Fulbright's gross revenues in the past year; further, none of the other entities from the Conflicts Checklist represented one percent (1%) or more of Fulbright's gross revenues in the past year other than (in each case including their affiliates).

13. To the best of my knowledge and information after a review of the Conflicts Checklist and the Firm's records conducted at my direction, Fulbright's connections with the parties identified on the Conflicts Checklist are as follows:

- a. The Debtor and/or its Affiliates. Fulbright has represented, and may continue to represent, the Debtor and its affiliates in various corporate matters.
- b. Professionals Representing the Debtor. As part of its practice, Fulbright appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants, and investment banks, including other professionals representing the Debtor. In certain instances, professionals representing the Debtor may be clients of, or opposing counsel to, Fulbright in matters unrelated to this chapter 11 proceeding. In addition, Fulbright has represented, and may continue to represent, clients that are adverse to clients of the Debtor's professionals in various matters unrelated to this chapter 11 proceeding.
- c. Creditors of the Debtor. In matters unrelated to the chapter 11 proceeding, Fulbright has represented, and may continue to represent, various creditors and parties-in-interest (or their affiliates) identified in Exhibits II and III. Fulbright will not represent any of these entities in any matters related to this chapter 11 proceeding.
- d. Professionals Representing Creditors. As part of its practice, Fulbright appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants, and investment banks, including other professionals representing creditors or other parties-in-interest. Fulbright does not and will not represent such professionals in relation to this chapter 11 proceeding.

14. In addition, Fulbright, its members, counsel, senior attorneys, associates, and/or other employees of Fulbright:

- a. may have appeared in the past, and may appear in the future, in other cases unrelated to this case where the Debtor's creditors or other parties-in-interest may be involved;
- b. may represent, and may have represented, certain of the Debtor's creditors or other parties-in-interest of the Debtor in matters that are unrelated to this chapter 11 case; and
- c. may have had other dealings with creditors or other parties-in-interest of the Debtor that are unrelated to this chapter 11 case.

15. Additionally, Fulbright has conducted a general inquiry of its personnel to determine whether any Fulbright personnel or any member in his or her household (i) owns any

debt or equity securities of the Debtor; (ii) holds a claim against the Debtor; (iii) is or was an officer, director, or employee of the Debtor; or (iv) has a connection with the person or entities identified on the Conflicts Checklist (“Other Connections”). A summary of the Other Connections is provided on Exhibit IV annexed hereto. Exhibit IV is incorporated herein for all purposes. Fulbright has a long-standing policy prohibiting all lawyers and support staff from using confidential information that may come to their attention in the course of their work.

16. I do not believe that there is any connection or interest (as such terms are used in § 101(14)(E) of the Bankruptcy Code and Bankruptcy Rule 2014(a)) between Fulbright and the United States Trustee or any person employed by the Office of the United States Trustee.

17. The proposed engagement of Fulbright is not prohibited by or improper under Bankruptcy Rule 5002.

18. Fulbright believes that it can adequately represent the interests of the Debtor. Fulbright has not represented any creditor, interest holder, or other party in interest in connection with their respective dealings with the Debtor, unless otherwise disclosed herein. Fulbright has fully informed the Debtor of its ongoing representation of the entities identified in Exhibit II, and the Debtor has agreed both to the Firm’s continued representation of these entities in matters unrelated to this proceeding and to the Firm’s representation of the Debtor in this case. In the event that any adversary proceeding or other contested matter is required to be commenced as to or against any of the entities identified in Exhibit II, or any other then-active client of the Firm, the Debtor will retain co-counsel or special counsel to handle such matters, upon the Court’s approval.

Fulbright's Rates and Billing Practices

19. Fulbright intends to apply to the Court for allowance of compensation for professional services rendered and reimbursement of expenses incurred in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and orders of the Court. Subject to such provisions and Court orders, compensation will be payable to Fulbright on an hourly basis at its customary hourly rates for bankruptcy services rendered as in effect from time to time, plus reimbursement of actual, necessary expenses incurred by the Firm. Fulbright's hourly rates for office timekeepers³ applicable in this chapter 11 case, subject to periodic adjustments to reflect economic and other conditions, are:⁴

Partners	\$410-\$950
Associates	\$205-\$665
Of Counsel	\$410-\$945
Paralegals	\$35-\$380
Project Assistants	\$60-\$150

The Firm's standard hourly rates are set at a level designed to compensate fairly the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. The partners expected to be most active are Paul Jacobs, Merrill M. Kraines and David L. Barrack. The associates expected to be most active are John D. Cornwell, Erik L. Mengwall, Jaclyn L. Rabin and Dayna L. Volpe.

20. In addition to the hourly rates set forth above, Fulbright's policy is to charge its clients in all areas of practice for all expenses and charges incurred in connection with the

³ While it is not anticipated that timekeepers from Fulbright offices other than New York will be involved to a significant extent in this chapter 11 case, any such timekeepers will be charged at hourly rates then in effect in such offices.

⁴ Fulbright periodically adjusts its firm-wide billing rates to reflect economic changes in the market in which it operates. While no such adjustment will be applied specifically to the Debtor alone, Fulbright anticipates that any such firm-wide adjustment will also apply to the Debtor and will be reflected in fee applications submitted to the Court.

client's case. The expenses generally charged to Fulbright's clients include, among other things, photocopying charges, long distance telephone calls, facsimile transmissions, messengers, courier mail, computer and electronic research time, word processing, secretarial and temporary employees, overtime meals, overtime and late night transportation, travel, lodging, food charges for business meetings, postage, printing, transcripts, filing fees, and document retrieval. The Firm believes it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients. Subject to the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and this Court's rules and orders with respect to the reimbursement of expenses of retained counsel, Fulbright will seek reimbursement of all such reimbursable expenses and charges incurred on behalf of the Debtor.

21. The filing fee in this chapter 11 case has been paid.

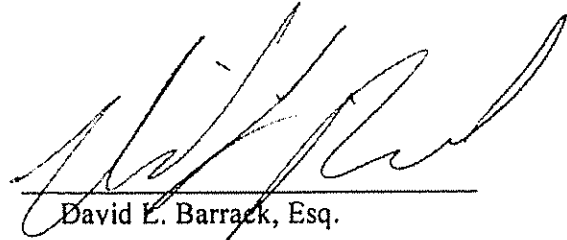
22. No promises have been received by Fulbright or any member or associate thereof as to compensation in connection with this case other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and orders of this Court.

23. No agreement exists between Fulbright and any other person (other than among partners of Fulbright) for the sharing of compensation to be received by Fulbright in connection with services rendered in this case.

24. The foregoing constitutes the statement of Fulbright pursuant to §§ 327(a), 329(a), and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 22, 2009.



David E. Barrack, Esq.

EXHIBIT I

Conflicts Checklist

Debtor

Vion Pharmaceuticals, Inc.

Debtor's Non-Debtor Affiliates

Vion Australia PTY LTD
Vion (UK) Limited

Debtor's 5% Shareholders

Bruce & Co., Inc.¹

Debtor's Significant Equity Investors

None in excess of one percent (1%) other than officers of the Company.

Current Directors and Officers of the Debtor and for three years prior to the Petition Date

Current Directors

William R. Miller, Chairman of the Board
Alan Kessman, Chief Executive Officer and Director
George Bickerstaff, Director
Kevin Rakin, Director
Alan C. Sartorelli, Ph.D., Director and Chairman of Vion's Scientific Advisory Board
Ian Williams, D. Phil., Director
Gary Willis, Director

Current Officers

Alan Kessman, Chief Executive Officer and Director
Howard B. Johnson, President and Chief Financial Officer
Ann Lee Cahill, Vice President, Clinical Development
Ivan King, Ph.D., Vice President, Research and Development
Karen Schmedlin, Vice President, Finance and Chief Accounting Officer
James Tanguay, Ph.D., Vice President, Chemistry, Manufacturing & Controls

Former Directors and Officers of Debtor for the Three Years Prior to the Petition Date

Stephen K. Carter, M.D., Director

¹ Bruce & Co., Inc. is the investment manager for Bruce Ford, Inc. and other clients, a holder of the Debtor's 7.75% Convertible Senior Notes due 2012; the holding corresponds to the beneficial ownership of 781,017 shares of common stock, consisting of 132,580 shares of Common Stock and 648,437 shares of Common Stock underlying convertible senior notes.

Aileen Ryan, Vice President Regulatory Affairs
Meghan Fitzgerald, Vice President Business Development
Tanya Lewis, Vice President Regulatory and Quality Assurance
William Hahne, Vice President Medical

Current Directors and Officers of Debtor's Affiliates

Alan Kessman, Director of each Affiliate
Ann Lee Cahill, Director of each Affiliate
Karen Schmedlin, Director and Secretary of each Affiliate
Kevin Fahey, Director of Australian subsidiary only
No Officers.

Former Directors and Officers of Affiliates for the Two Years Prior to the Petition Date

None.

Debtor's Litigants

None.

Debtor's Banks and Money Market Funds

UBS Financial Services Inc.
Citibank N.A.

Debtor's Significant Customers

None.

Debtor's Landlord

Science Park Development Corporation

Counterparties to Debtor's Significant Contracts²

ABC Laboratories
Achillion Pharmaceuticals, Inc.
Almac Clinical Services
Anthem BCBS
AON Risk Services
AON Risk Services North East Inc.
Bowne Of New York City
Mellon Trust of New England
CRT Capital Group LLC
CIBC World Markets Corp.
Covance Laboratories
Leerink Swann & Company
Science Park Development Corporation
Yale University
Beijing Pason Pharmaceuticals, Inc.
HOVON, Stichting Haemoto Oncologie voor Volwassenen
i3 Research
MDS Pharma Services
Weill Medical College
Northwestern University
Paoli Calmettes Institute
MetLife and Annuity Company of CT
Jacob A. Melnick
Division of Cancer Treatment and Diagnosis, National Cancer Institute
BenVenue Laboratories, Inc.
Sigma Aldrich Fine Chemicals, Inc.

Debtor's Noteholders and Trustee

Trustee

U.S. Bank, N.A.

Noteholders³

Bruce & Co., Inc.
Lazard Asset Management
HighBridge Capital
Principal Global Investors, L.L.C./Edge Asset

² Excludes management parties to employment-related agreements. Such management personnel are listed under the caption Officers, above. Note certain names are included under this heading and are repeated in the top 30 creditor list.

³ Names listed are believed to be holders of the Debtor's 7.75% Convertible Senior Notes. Notes are held through DTC participant names and not through the names of beneficial holders.

U.S. Trust, Bank of America Private Wealth Management
Pine River Capital Management
Baker Brothers Investments
Professional Life & Casualty
Huntington National Bank
Goldman Sachs & Co.
BNP Cooper Neff
Tang Capital
Deutsche Bank AG
Hammerman Capital
Iroquois Capital Partners, L.L.C
Castle Creek Partners, LLC

Debtor's 5% Beneficial Owner Bondholder
Bruce & Co., Inc.

Top 30 Unsecured Creditors

Almac Clinical Services, Inc.
Aimee Altemus
Jessica Anderson
Christopher Carter
CHU Hopitaux de Bordeaux
Michael Belcourt
Jason DeGoes
Dana-Farber Cancer Institute
Tracey Douglass
Jing Du
Duke University Medical Center
Pamela Esposito
John Feeney
William Hahne
Hovon Centraal Bureau
INC Research Netherlands B.V.
IngeniX division i3
Institut Paoli-Calmettes
Verena Karsten
Xu Kevin Lin
MDS Pharma Services (US) Inc.
Colette Muenzen
Ala Nassar
Kurt Roinestad
Sarah Cannon Research Institute
UCLA Division of Hematology-Oncology Office of Clinical Trials
University of Texas (MD Anderson)

U.S. Bank, N.A., as Indenture Trustee for the Debtor's 7.75% Convertible Senior Notes
Weill Medical College of Cornell University
Yale University School of Medicine

Debtor's Proposed Professionals

Abacus Benefits Consultants
Checkpoint HR LLC
Coleman, Sudol, Sapone P.C.
Cooper Grace Ward
Ernst & Young LLP
Law Office of Albert Wai-Kit Chan, LLC
R.K. Hills
Roth Capital Partners, LLC
Richards, Layton & Finger, P.A.
Simmons and Simmons
Tanya Lewis & Company, LLC
UHY Advisors NE, LLC
UHY International
Wiggin and Dana LLP
Walker System Support

Utilities

The United Illuminating Company
Avaya, Inc.
Avaya Financial Services
A T & T
A T & T Mobility
Comcast
MegaPath Inc.
Walker Solutions, Inc.

Debtor's Insurers

Axis Insurance Co.
Chicago Underwriting Group, Inc.
CNA
Federal Insurance Company
Gerling
Old Republic Insurance Co.
Illinois National Insurance Company
Vigilant Insurance Company

Debtor's Group Benefit Insurer

AC Newman & Co

Anthem BCBS
Guardian
Metropolitan Life
Security Mutual Life Insurance
UNUM Life Insurance Co. of America

Governmental Authorities

Environmental Protection Agency
Federal Aviation Administration
Food and Drug Administration
Nuclear Regulatory Agency
Securities Exchange Commission

Taxing Authorities

Internal Revenue Service
Delaware Division of Revenue
City of New Haven, Connecticut
Connecticut Department of Revenue Services

Debtor's Major Competitors⁴

Amgen Inc.
Antisoma PLC
AstraZeneca PLC
Genzyme Corporation
Biogen Idec
Bristol-Myers Squibb Company
Celgene Corporation
Cephalon
Chiron Corporation
Cyclacel Pharmaceuticals, Inc.
Eli Lilly and Co
ImClone Systems Inc.
Eisai, Inc.
Genentech Inc.
Genzyme Corporation
Glaxo Smith Kline (Potential Competitor of Debtor)
Johnson & Johnson
Lorus Therapeutics Inc.
Novartis
OSI Pharmaceuticals, Inc.

⁴ Names listed have publicly announced their intention to develop anti-cancer drugs. The Debtor does not have any products available for sale.

Otsuka
Pfizer Inc.
Roche
Sanofi Aventis
Seattle Genetics
Schering-Plough Corporation
Takeda
Wyeth
Xanthus Pharmaceuticals, Inc.

Other Potential Parties in Interest

Almac Clinical Services LTD
Bruce Ford, Inc.
Karen Buccini
Cardiff University
Cleveland Clinic Foundation
Clinsys, Inc.
Dennis Dingee
Dolores Fabian
Francis J. Giles
INC Research Inc.
Johns Hopkins University
New York Medical College
Northwestern University Office for Sponsored Research
Prologue Research Intel Inc.
Regents of University of Minnesota
St. Francis Hospital & Health Centers
University Hospitals of Cleveland
Xcenda, LLC

Directors' Current Public Directorships/Affiliations

CRT Investment Banking LLC (Bickerstaff)
CRT Capital Group LLC (Bickerstaff)
BMP Sunstone Corp. (Bickerstaff)
Ipsogen S.A. (Rakin)
Advanced BioHealing, Inc. (Rakin)
Canaan Partners (Rakin)
Connecticut United for Research Excellence (CURE) (Rakin)
Yale University School of Medicine (Sartorelli)
Yale University (Sartorelli)
Plug Power, Inc. (Willis)
Rofin Sinar Technologies, Inc. (Willis)
Zygo Corp. (Willis)

U.S. Trustee

Bonnie Anemone (Paralegal Specialist)
David Buchbinder (Trial Attorney)
Diane Giordano (Bankruptcy Analyst)
Christine Green (Paralegal Specialist)
William K. Harrington (Assistant United States Trustee)
Heck, Jeffrey (Bankruptcy Analyst)
Mark Kenney (Trial Attorney)
David Klauder (Trial Attorney)
Jane Leamy (Trial Attorney)
Joseph McMahon (Trial Attorney)
Office of the U.S. Trustee
James R. O'Malley (Bankruptcy Analyst)
Lauren O'Neal (OA Assistant)
Michael Panacio (Bankruptcy Analyst)
Richard Schepacarter (Trial Attorney)
Thomas Patrick Tinker (Trial Attorney)
Ramona Vinson (OA Assistant)
Michael West (Bankruptcy Analyst)
Shakima L. Williams (Paralegal Specialist)
Dion Wynn (Paralegal Specialist)

EXHIBIT II

Current Clients of the Firm

As described in the Application, Fulbright has represented the Debtor, a long-standing Firm client, for more than ten (10) years regarding a number of matters, including providing general corporate advice and legal services relating to bankruptcy, reorganization, litigation, securities law, employee benefits, intellectual property, mergers and acquisitions, divestitures, and corporate governance, as well as regarding the laws of certain non-U.S. jurisdictions.

To the best of my knowledge, information, and belief, below is a list of other Current Clients, and/or their affiliates, appearing in the Conflicts Checklist that are represented by the Firm in matters unrelated to the Debtor's chapter 11 case:

Name of Entity	Relationship to Debtor	Relationship to Fulbright & Jaworski L.L.P.
UBS Financial Services Inc.	Debtor's Bank/Money Market Fund	UBS Financial Services Inc. and affiliates thereof are existing clients of the Firm in unrelated matters.
Citibank, N.A.	Debtor's Bank/Money Market Fund	Citibank, N.A. and affiliates thereof are existing clients of the Firm in unrelated matters.
Mellon Trust of New England	Counterparty to Debtor's Significant Contract(s)	The Bank of New York Mellon and affiliates thereof are existing clients of the Firm in unrelated matters.
CIBC World Markets Corp.	Counterparty to Debtor's Significant Contract(s)	CIBC World Markets Corp. and affiliates thereof are existing clients of the Firm in unrelated matters.
i3 Research	Counterparty to Debtor's Significant Contract(s)	Affiliates of i3 Research are existing clients of the Firm in unrelated matters.
Northwestern University	Counterparty to Debtor's Significant Contract(s)	Northwestern University is an existing client of the Firm in unrelated matters.
MetLife and Annuity Company of CT	Counterparty to Debtor's Significant Contract(s)	Metropolitan Life Insurance Company and affiliates thereof are existing clients of the Firm in unrelated matters.
U.S. Bank, N.A.	Debtor's Trustee	U.S. Bank, N.A. and affiliates thereof are existing clients of the Firm represented in unrelated matters.

Name of Entity	Relationship to Debtor	Relationship to Fulbright & Jaworski L.L.P.
Lazard Asset Management	Debtor's Noteholder	Lazard Middle East Limited, an affiliate of Lazard Asset Management, is an existing client of the Firm represented in unrelated matters.
U.S. Trust, Bank of America Private Wealth Management	Debtor's Noteholder	Bank of America, N.A. and affiliates thereof are existing client of the Firm represented in unrelated matters.
Goldman Sachs & Co.	Debtor's Noteholder	Goldman Sachs & Co. and affiliates thereof are existing client of the Firm represented in unrelated matters.
Deutsche Bank AG	Debtor's Noteholder	Deutsche Bank and affiliates thereof are existing clients of the Firm represented in unrelated matters.
Dana-Farber Cancer Institute	Debtor's Unsecured Creditor	Dana-Farber Cancer Institute is an existing client of the Firm represented in unrelated matters.
Duke University Medical Center	Debtor's Unsecured Creditor	Duke University and affiliates thereof are existing clients of the Firm represented in unrelated matters.
IngeniX division i3	Debtor's Unsecured Creditor	Affiliates of IngeniX division i3 are existing clients of the Firm represented in unrelated matters.
University of Texas (MD Anderson)	Debtor's Unsecured Creditor	University of Texas (MD Anderson) is an existing client of the Firm represented in unrelated matters.
UCLA Division of Hematology-Oncology Office of Clinical Trials	Debtor's Unsecured Creditor	UCLA and other branches or affiliations of the University of California are existing clients of the Firm represented in unrelated matters.
University of Chicago	Debtor's Unsecured Creditor	University of Chicago is an existing client of the Firm represented in unrelated matters.

Name of Entity	Relationship to Debtor	Relationship to Fulbright & Jaworski L.L.P.
Ernst & Young LLP	Debtor's Proposed Professional	Ernst & Young LLP and affiliates thereof are existing clients of the Firm represented in unrelated matters.
AT&T	Debtor's Telecom Provider	AT&T and affiliates thereof are existing clients of the Firm represented in unrelated matters.
CNA	Debtor's Insurer	CNA and affiliates thereof are existing clients of the Firm represented in unrelated matters.
Federal Insurance Company	Debtor's Insurer	Federal Insurance Company and affiliates thereof are existing Clients of the Firm represented in unrelated matters.
Gerling	Debtor's Insurer	HDI-Gerling American Insurance Company is an existing client of the Firm represented in unrelated matters.
Old Republic Insurance Co.	Debtor's Insurer	Old Republic National Title Insurance Company is an existing client of the Firm represented in unrelated matters.
Illinois National Insurance Company	Debtor's Insurer	Illinois National Insurance Company is an affiliate of an existing client of the Firm.
Vigilant Insurance Company	Debtor's Insurer	Vigilant Insurance Company is an affiliate of an existing client of the Firm represented in unrelated matters.
Metropolitan Life	Debtor's Group Benefit Insurer	Metropolitan Life Insurance Company and affiliates thereof are existing clients of the Firm represented in unrelated matters.

Name of Entity	Relationship to Debtor	Relationship to Fulbright & Jaworski L.L.P.
UNUM Life Insurance Co. of America	Debtor's Group Benefit Insurer	UNUM Life Insurance Co. of America and affiliates thereof are existing Clients of the Firm represented in unrelated matters.
City of New Haven, Connecticut	Taxing Authority	The City of New Haven, Connecticut is an existing client of the Firm represented in unrelated matters.
Amgen Inc.	Debtor's Major Competitor	Amgen Inc. is an existing client of the Firm represented in unrelated matters.
AstraZeneca PLC	Debtor's Major Competitor	AstraZeneca PLC and affiliates thereof are existing clients of the Firm represented in unrelated matters.
Genzyme Corporation	Debtor's Major Competitor	Genzyme Corporation and affiliates thereof are existing clients of the Firm represented in unrelated matters.
Biogen Idec	Debtor's Major Competitor	Biogen Idec and affiliates thereof are existing clients of the Firm represented in unrelated matters.
Eli Lilly and Co.	Debtor's Major Competitor	Eli Lilly and Co. and affiliates thereof are existing clients of the Firm represented in unrelated matters.
Eisai, Inc.	Debtor's Major Competitor	Eisai, Inc. and affiliates thereof are existing clients of the Firm represented in unrelated matters.
Genentech Inc.	Debtor's Major Competitor	Genentech Inc. and affiliates thereof are existing clients of the Firm represented in unrelated matters.
GlaxoSmithKline	Debtor's Major Competitor	GlaxoSmithKline and affiliates thereof are existing clients of the Firm represented in unrelated matters.

Name of Entity	Relationship to Debtor	Relationship to Fulbright & Jaworski L.L.P.
Johnson & Johnson	Debtor's Major Competitor	Johnson & Johnson and affiliates thereof are existing clients of the Firm represented in unrelated matters.
Pfizer Inc.	Debtor's Major Competitor	Pfizer Inc. and affiliates thereof are existing clients of the Firm represented in unrelated matters.
Roche	Debtor's Major Competitor	Roche and affiliates thereof are existing clients of the Firm represented in unrelated matters.
Sanofi Aventis	Debtor's Major Competitor	Sanofi Aventis and affiliates thereof are existing clients of the Firm represented in unrelated matters.
Schering-Plough Corporation	Debtor's Major Competitor	Schering-Plough Corporation and affiliates thereof are existing clients of the Firm represented in unrelated matters.
Takeda	Debtor's Major Competitor	Affiliates of Takeda are existing clients of the Firm represented in unrelated matters.
Wyeth	Debtor's Major Competitor	Wyeth and affiliates thereof are existing clients of the Firm represented in unrelated matters.
Johns Hopkins University	Other Potential Party in Interest	Johns Hopkins University is an existing client of the Firm represented in unrelated matters.
St. Francis Hospital & Health Centers	Other Potential Party in Interest	St. Francis Hospital & Health Centers and affiliates thereof are existing clients of the Firm represented in unrelated matters.

EXHIBIT III

Former Clients of the Firm

To the best of my knowledge, information, and belief, below is a list of Former Clients, and/or their affiliates, appearing in the Conflicts Checklist that were represented by the Firm in matters unrelated to the Debtor's chapter 11 case:

Name of Entity	Relationship to Debtor	Relationship to Fulbright & Jaworski L.L.P.
Anthem BCBS	Counterparty to Debtor's Significant Contract(s)	Anthem BCBS and affiliates thereof are former clients of the Firm.
AON Risk Services	Counterparty to Debtor's Significant Contract(s)	Affiliates of AON Risk Services are former clients of the Firm.
Covance Laboratories	Counterparty to Debtor's Significant Contract(s)	Affiliates of Covance Laboratories are former clients of the Firm.
Sigma Aldrich Fine Chemicals, Inc.	Counterparty to Debtor's Significant Contract(s)	Affiliates of Sigma Aldrich Fine Chemicals, Inc. are former clients of the Firm.
HighBridge Capital	Debtor's Noteholder	Louis Dreyfus Highbridge Energy LLC is a former client of the Firm.
Principal Global Investors, L.L.C./Edge Asset	Debtor's Noteholder	The Principal Financial Group and affiliates thereof are a former clients of the Firm.
Baker Brothers Investments	Debtor's Noteholder	Baker Brothers is a former client of the Firm.
Huntington National Bank	Debtor's Noteholder	An affiliate of Huntington National Bank is a former client of the Firm.
Comcast	Utilities/Communications Provider	Comcast is a former client of the Firm.
Axis Insurance Co.	Debtor's Insurer	Axis Insurance Co. and affiliates thereof are former clients of the Firm.
Guardian	Debtor's Group Benefit Insurer	The National Guardian Corporation is a former client of the Firm.
Security Mutual Life Insurance	Debtor's Group Benefit Insurer	Security Mutual Life Insurance is a former client of the Firm.
Bristol-Myers Squibb Company	Debtor's Major Competitor	Bristol-Myers Squibb Company is a former client of the Firm.

Name of Entity	Relationship to Debtor	Relationship to Fulbright & Jaworski L.L.P.
Chiron Corporation	Debtor's Major Competitor	Chiron Corporation is a former client of the Firm.
Novartis	Debtor's Major Competitor	Affiliates of Novartis are former clients of the Firm.
Office of the U.S. Trustee	U.S. Trustee	The Office of the U.S. Trustee was a former client of the Firm in an unrelated matter.
Simmons and Simmons	Proposed Professional	Simmons and Simmons is a former client of the Firm.
University Hospitals of Cleveland	Other Potential Party in Interest	University Hospitals of Cleveland is a former client of the Firm.
New York Medical College	Other Potential Party in Interest	New York Medical College is a former client of the Firm.

EXHIBIT IV

Other Connections

To the best of my knowledge, information, and belief, below is a list of certain Other Connections to those entities, and/or their affiliates, appearing in the Conflicts Checklist.¹

Name of Entity	Relationship to Debtor	Relationship to Fulbright & Jaworski L.L.P.
AON Risk Services	Counterparty to Debtor's Significant Contract(s)	An attorney with the Firm has professional connections with Matt Gelotti, Vice President to Aon Risk Services Southwest, Inc.
Bruce & Co., Inc.	Debtor's 5% Shareholder/Beneficial Owner/Noteholder	Bruce & Co., Inc. is a potentially adverse party to Bayer CropScience, existing client of the Firm.
William R. Miller	Current Director/Officer	William R. Miller is a potentially adverse party to Vista Development LLC, existing client of the Firm, in various pending litigations unrelated to this chapter 11 case.
Alan Kessman	Current Director/Officer	Alan Kessman is an existing client of the Firm.
Kevin Rakin	Current Director/Officer	Kevin Rakin is affiliated with DrKC Life Science Partners, L.P., existing client of the Firm.
Alan C. Sartorelli, Ph.D.	Current Director/Officer	Alan C. Sartorelli, Ph.D. is affiliated with DrKC Life Science Partners, L.P., existing client of the Firm.
Ian Williams	Current Director/Officer	Ian Williams is affiliated with Orleans Capital Management, existing client of the Firm.

¹ Several Fulbright attorneys maintain bank, retirement, brokerage, and investment or other similar accounts with certain of the financial entities listed on the Conflicts Checklist. Such connections are not specifically referenced herein.

Name of Entity	Relationship to Debtor	Relationship to Fulbright & Jaworski L.L.P.
Gary Willis	Current Director/Officer	Gary Willis is affiliated with Merck & Co., Inc., former client of the Firm, and Zygo Corporation, existing client of the Firm.
Howard B. Johnson	Current Director/Officer	Howard B. Johnson is affiliated with Bayer Corporation - Baycol, former client of the Firm.
Stephen K. Carter, M.D.	Former Director/Officer	Stephen K. Carter, M.D. may have been an adverse party in certain litigation involving Bayer Corporation - Baycol, former client of the Firm.
Ernst & Young Inc.	Debtor's Proposed Professional	One or more attorneys with the Firm were formerly employed by Ernst & Young LLP.
Richards, Layton & Finger, P.A.	Debtor's Proposed Professional	Richards, Layton & Finger, P.A. represents parties adverse to Fulbright clients in unrelated matter(s). Also, Richards, Layton & Finger, P.A. and the Firm are members of the same mutual insurance provider, ALAS.
Wiggin and Dana LLP	Debtor's Proposed Professional	Wiggin and Dana LLP and the Firm are members of the same mutual insurance provider, ALAS.
Pfizer Inc.	Debtor's Major Competitor	Family member of attorney with the Firm is currently serving as vice president of Pfizer Inc.
Wyeth	Debtor's Major Competitor	One or more attorneys with the Firm have been employed by Wyeth. Also, the family member of an attorney with the Firm was currently employed by Wyeth.
Johnson & Johnson	Debtor's Major Competitor	One or more attorneys with the Firm have been employed by Johnson & Johnson.

Name of Entity	Relationship to Debtor	Relationship to Fulbright & Jaworski L.L.P.
Advanced BioHealing, Inc.	Directorship/Affiliation of Debtor's Current Director	An attorney formerly employed by the Firm provided expert consultation services in a matter potentially involving Advanced BioHealing, Inc., but unrelated to this matter.
Canaan Partners	Directorship/Affiliation of Debtor's Current Director	Canaan Partners is an affiliate of a former Firm client and may be adverse to a Firm client.
Yale University ²	Directorship/Affiliation of Debtor's Current Director; Counterparty to Debtor's Significant Contract(s)	Yale University is a beneficiary under a trust created by a Firm client and may be adverse to Firm clients in unrelated matters.
Plug Power, Inc.	Directorship/Affiliation of Debtor's Current Director	Plug Power, Inc. may be adverse to a Firm client in an unrelated matter.
Rofin Sinar Technologies, Inc.	Directorship/Affiliation of Debtor's Current Director	Rofin Sinar is an affiliate of an existing Firm client.
Zygo Corp.	Directorship/Affiliation of Debtor's Current Director	Zygo Corp. is an existing Firm client.

² Moreover, certain attorneys with the Firm and their family members have attended Yale University and may currently serve on various boards or associations, work for companies, or work in other capacities affiliated with the University.

EXHIBIT B

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

	X		
	:		
<i>In re:</i>	:		Chapter 11
	:		
VION PHARMACEUTICALS, INC.,	:		Case No. 09-14429 (CSS)
	:		
Debtor. ¹	:		
	:		
	X		

**ORDER AUTHORIZING EMPLOYMENT AND
RETENTION OF FULBRIGHT & JAWORSKI L.L.P. FOR THE
DEBTOR-IN-POSSESSION NUNC PRO TUNCTO TO THE PETITION DATE**

Upon the review of the application (the “Application”)² of Vion Pharmaceuticals Inc., as debtor in possession in the above-captioned case (the “Debtor”), for entry of an order, as more fully described in the Application, (i) authorizing it to employ and retain, pursuant to §§ 327(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the law firm of Fulbright & Jaworski L.L.P. (“Fulbright” or the “Firm”) as its counsel; (ii) directing that copies of all notices, pleadings, and other documents filed in this case and any and all related adversary proceedings be served upon Fulbright; and (iii) and granting them such other and further relief as the Court deems just and proper; and upon consideration of the Declaration of Alan Kessman in Support of First Day Chapter 11 Petition and First Day

¹ 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.

² Capitalized terms not defined herein shall have the meaning ascribed in the Application.

Pleadings (the "First Day Declaration"), filed on the Petition Date; and upon consideration of the Declaration of David L. Barrack in Support of the Application (the "Barrack Declaration"), attached thereto as Exhibit A; and adequate notice of the Application having been given as set forth in the Application; and it appearing that no other or further notice is necessary; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having determined that consideration of the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having determined that the legal and factual bases set forth in the Application, First Day Declaration, and Barrack Declaration establish just cause for the relief requested in the Application, and that such relief is in the best interests of the Debtor, its estate, its creditors and the parties-in-interest; and upon the record in this proceeding; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED, that the Application is GRANTED *nunc pro tunc* to the Petition Date; and it is further

ORDERED, that the Debtor is hereby authorized to employ and retain the firm of Fulbright as counsel in this chapter 11 case on the terms and conditions set forth in the Application and the Barrack Declaration, effective as of the Petition Date; and it is further

ORDERED, that Fulbright is authorized to perform any and all legal services for the Debtor that are necessary or appropriate in connection with the legal services described in the Application; and it is further

ORDERED, that Fulbright shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtor's chapter 11 case in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy

Rules, the Local Rules, guidelines established by the Office of the United States Trustee for the District of Delaware, and any other applicable procedures and orders of the Court; and it is further

ORDERED, the Court shall retain jurisdiction to hear and determine all matters rising from the implementation of this Order.

Dated: _____, 2010
Wilmington, Delaware

Honorable Christopher S. Sontchi
United States Bankruptcy Judge