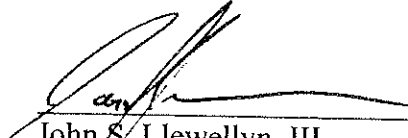


"Application," Docket No. 45) of Vion Pharmaceuticals, Inc., as debtor in possession herein (the "Debtor") to retain E&Y LLP as financial advisor to the Debtor, *nunc pro tunc* to December 17, 2009 (the "Petition Date") and (ii) First Supplemental Affidavit Pursuant to Bankruptcy Rule 2014(A) in Support of Debtors and Debtor-In Possession's Application for an Order Authorizing Employment and Retention of Ernst & Young LLP *Nunc Pro Tunc* to the Petition Date as Financial Advisor for the Debtors and Debtor-In-Possession (the "First Supplemental Affidavit," Docket No. 85).

2. The facts set forth in this Second Supplemental Affidavit are based upon my personal knowledge, upon information and belief, and upon client matter records kept in the ordinary course of business that were reviewed by me or other employees of E&Y LLP under my supervision and direction.

3. Subsequent to the filing of the Original Affidavit and the First Supplemental Affidavit, the Office of the United States Trustee requested that E&Y LLP disclose whether it has provided in the recent past, or is currently providing, services to entities identified by the Debtor as having expressed an interest in purchasing the Debtor as of February 2, 2010 (the "Potential Purchasers"). E&Y LLP has in the past, and currently provides, services to one of the Potential Purchasers in matters unrelated to the Debtor and this chapter 11 case.

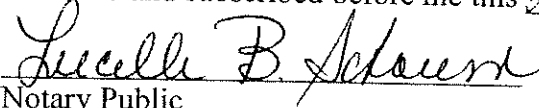
4. Based upon the Original Affidavit, the First Supplemental Affidavit and this Second Supplemental Affidavit, E&Y LLP believes that it continues to be eligible for employment in this case.



John S. Llewellyn, III
Principal/Authorized Signatory
Ernst & Young LLP

Dated: Feb 22, 2010

Sworn to and subscribed before me this 22 day of February, 2010.



Notary Public

My Commission Expires: 5/4/2011

LUCILLE B. SCHALM
Notary Public, State of New York
No. 4891563
Qualified in Rockland County
Commission Expires May 4, 2011