

**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.<sup>1</sup> :  
: :  
: :  
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**ORDER PURSUANT TO SECTION 502(b)(9) OF THE BANKRUPTCY CODE,  
BANKRUPTCY RULES 2002(a)(7), (f), (l) AND 3003(c)(3), AND LOCAL RULE 2002-1(e)  
ESTABLISHING THE DEADLINE FOR FILING PROOFS OF CLAIM AND  
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the request of Vion Pharmaceuticals, Inc. (the "Debtor" or "Vion") under certification of counsel for an order (this "Order") establishing a bar date (the "Bar Date") for filing proofs of claim under Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of United States Bankruptcy Court for the District of Delaware (the "Court"); the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested is in the best interests of the estate, its creditors, and other parties in interest; and the Court having found that Vion provided appropriate notice of the Bar Date to office of the United States Trustee for the District of Delaware (the "U.S. Trustee") and the Official Committee of Unsecured Creditors (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.

“Committee”); and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

**I. The Bar Dates and Procedures for Filing Proofs of Claim.**

Each entity<sup>2</sup> that asserts against Vion a claim that arose before the date of the petition (the “Petition Date”) shall be required to file an original, written proof of claim (a “Proof of Claim”), substantially in the form attached hereto as **Exhibit 1** (the “Proof of Claim Form”) or Official Form No. B10.<sup>3</sup> Except in the cases of governmental units and certain other exceptions explicitly set forth herein, **all Proofs of Claim must be filed so that they are actually received on or before April 20, 2010 at 4:00 p.m. prevailing Eastern Time (the “Claims Bar Date”), at the addresses and in the form set forth herein.** The Claims Bar Date applies to all types of claims against Vion that arose or are deemed to have arisen before the Petition Date.

All governmental units holding claims (whether secured, unsecured priority, or unsecured non-priority) that arose (or are deemed to have arisen) prior to the Petition Date must file Proofs of Claims, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which Vion was a party, must file such Proofs of Claim **so they are actually received on or before August 18, 2010 at 4:00 p.m. prevailing Eastern Time (the “Governmental Bar Date” and together with the Claims Bar Date, the “Bar Date” or “Bar Dates” as may be applicable), at the addresses and in the form set forth herein.**

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<sup>2</sup> Except as otherwise defined herein, all terms specifically defined in the Bankruptcy Code shall have those meanings ascribed to them by the Bankruptcy Code. In particular, as used herein, (a) the term “claim” has the meaning given to it in section 101(5) of the Bankruptcy Code, (b) the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, (c) the term “governmental unit” has the meaning given to it in section 101(27) of the Bankruptcy Code, and (d) the term “person” has the meaning given to it in section 101(41) of the Bankruptcy Code.

<sup>3</sup> Copies of Official Form No. B10 may be obtained by: (a) visiting Vion’s restructuring website at [www.delawareclaimsagency.com](http://www.delawareclaimsagency.com); (b) writing to the Claims Processing Center, Delaware Claims Agency, 230 North

All Proofs of Claim must be filed so as to be actually received by Delaware Claims Agency, LLC ("DCA"), the notice and claims agent retained in this chapter 11 case on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other bar date as set forth herein). If Proofs of Claim are not received by DCA on or before the Claims Bar Date, or the Governmental Bar Date, as applicable, except in the case of certain exceptions explicitly set forth herein, the holders of the underlying claims shall be barred from asserting such claims against Vion and precluded from voting on any plan filed in this chapter 11 case and/or receiving distributions from Vion on account of such claims in this chapter 11 case, as more fully discussed herein.

**I. Parties Exempted from the Bar Date.**

The following categories of claimants shall not be required to file a Proof of Claim by the Bar Date:

- any entity that already has filed a signed Proof of Claim against Vion with the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Bankruptcy Form B10;
- any entity whose claim is listed on the Schedules of Assets and Liabilities (the "Schedules") if (i) the claim is not scheduled as any of "disputed," "contingent," or "unliquidated;" and (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules;
- a holder of a claim that previously has been allowed by order of the Court or that is allowed pursuant to a plan;
- any entity whose claim is based on an interest in Vion Pharmaceuticals, Inc.; provided, however, that any entity who wishes to assert a claim against Vion based on, without limitation, claims for damages or rescission based on the purchase or sale of an equity security must file a Proof of Claim on or before the Claims Bar Date;
- a holder of a claim that has been paid in full by Vion pursuant to the Bankruptcy Code or in accordance with an order of the Court;

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Market Street, Second Floor, Wilmington, DE 19801; and/or (c) visiting the website maintained by the Court at <http://www.deb.uscourts.gov/>.

any wholly-owned affiliate having a claim against Vion;

- a current employee or director of Vion, if an order of this Court authorized Vion to honor such claim in the ordinary course of business as a wage or benefit; provided, however, that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- any holder of a claim for which a separate deadline is fixed by this Court; and
- any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration, including, without limitation, claims arising under section 503(b)(9) of the Bankruptcy Code.

## II. Substantive Requirements of Proofs of Claim.

The following requirements shall apply with respect to filing and preparing each

Proof of Claim:

- Contents. Each Proof of Claim must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by Vion or Official Form No. B10; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.
- Original Signatures Required. Only original Proofs of Claim may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- Supporting Documentation. Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of Vion's counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; provided, however, that any creditor that received such written consent shall be required to transmit such writings to Vion's counsel upon request no later than 10 days from the date of such request.
- Timely Service. Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail, overnight mail, or other hand delivery system, so as to be actually received by DCA on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other bar date as set forth herein or by order of the Court) at the applicable address:

**If delivered by First-Class mail, overnight mail or hand delivery:**

Delaware Claims Agency, LLC  
230 North Market Street, Second Floor  
Wilmington, DE 19801

- Receipt of Service. Claimants wishing to receive acknowledgment that their Proofs of Claim were received by DCA must submit (i) a copy of the Proof of Claim Form and (ii) a self-addressed, stamped envelope (in addition to the original Proof of Claim Form sent to DCA).

**III. Identification of Known Creditors.**

Vion shall mail notice of the Claims Bar Date (or the Governmental Bar Date, as applicable) only to its known creditors, and such mailing shall be made to the last known mailing address for each such creditor.

**IV. Procedures for Providing Notice of the Bar Date.**

A. Mailing of Bar Date Notices.

No later than five business days after the Court enters this Bar Date Order, Vion shall serve a written notice of the Bar Dates, substantially in the form attached hereto as Exhibit 2 (the "Bar Date Notice") and a Proof of Claim Form (together, the "Bar Date Package") to the following entities:

- the U.S. Trustee;
- the indenture trustee for Vion's 7.750% Convertible Senior Noteholders;
- all creditors and other known holders of claims against Vion as of the date of the Bar Date Order, including all entities listed in the Schedules as holding claims against Vion;
- all entities that have requested notice of the proceedings in this chapter 11 case pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order;
- all entities that have filed proofs of claim in this chapter 11 case as of the date of the Bar Date Order;
- all known equity and interest holders of Vion as of the date the Bar Date Order is entered;

- all entities who are party to executory contracts and unexpired leases with Vion;
- all entities who are party to litigation with Vion;
- the District Director of the Internal Revenue Service for the District of Delaware;
- all other taxing authorities for the jurisdictions in which Vion maintains or conducts business;
- the Pension Benefit Guaranty Corporation; and
- the Securities and Exchange Commission.

After the initial mailing of the Bar Date Packages, Vion may, in its discretion, make supplemental mailings of notices or packages, including in the event that (a) notices are returned by the post office with forwarding addresses, (b) certain parties acting on behalf of parties in interest (*e.g.*, banks and brokers with respect to bondholders and equity or interest holders) decline to pass along notices to these parties and instead return their names and addresses to Vion for direct mailing, and (c) additional potential claimants become known as the result of the Bar Date mailing process. In this regard, Vion may make supplemental mailings of the Bar Date Package in these and similar circumstances at any time up to 23 days in advance of the Bar Date, with any such mailings being deemed timely and the Bar Date being applicable to the recipient creditors.

Vion is not required to mail Bar Date Packages to: a holder of a claim that previously has been allowed by order of the Court or that is allowed pursuant to a plan, including claims of Vion's 7.750% Convertible Senior Noteholders, and the Indenture Trustee for the 7.750% Convertible Senior Noteholders; any entity whose claim is based on an interest in Vion Pharmaceuticals, Inc.; provided, however, that any entity who wishes to assert a claim against Vion based on, without limitation, claims for damages or rescission based on the purchase or sale of an equity security must file a Proof of Claim on or before the Claims Bar Date; a holder of a

claim that has been paid in full by Vion pursuant to the Bankruptcy Code or in accordance with an order of the Court; a holder of a claim for which a specific deadline previously has been fixed by the Court; or any wholly-owned affiliate having a claim against Vion.

**B. Publication of Bar Date Notice.**

Vion shall give notice of the Claims Bar Date and the Governmental Bar Date by publication to creditors to whom notice by mail is impracticable, including creditors who are unknown or not reasonably ascertainable by Vion and creditors whose identities are known but whose addresses are unknown by Vion. Specifically, Vion shall publish the Bar Date Notice, modified for publication in substantially the form attached hereto as **Exhibit 3** (the "Publication Notice") on one occasion in the *New York Times* on a date at least 20 days before the Claims Bar Date.

**V. Consequences of Failure to File a Proof of Claim.**

Pursuant to Bankruptcy Rule 3003(c)(2), any entity who is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar Date shall not be treated as a creditor for purposes of voting and distribution in the chapter 11 case or receiving further notices regarding such claim.

**VI. Amendment to Schedules.**

If Vion amends or supplements its Schedules to reduce the undisputed, noncontingent, and liquidated amount of a claim listed in its Schedules, to change the nature or classification of a claim against Vion reflected in its Schedules, or to add a new claim to its Schedules, Vion shall give notice by first-class mail of any amendment to holders of claims affected thereby, and the deadline for those holders to file a Proof of Claim or amend any previously filed Proof of Claim, if necessary, shall be set as the later of (a) the Claims Bar Date or, as applicable, the Governmental Bar Date or (b) 20 days from the date the notice of the

Schedule amendment or supplement is given (or another time period as may be fixed by the Court).

Notice of the Bar Dates as set forth in this order and in the manner set forth herein (including, but not limited to, the Bar Date Notice, the Publication Notice, and any supplemental notices that Vion may send from time to time) constitutes adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules.

Vion is authorized to take all actions necessary or appropriate to effectuate the relief granted pursuant to this order in accordance with the Motion.

The terms and conditions of this Bar Date Order shall be immediately effective and enforceable upon entry of the Bar Date Order.

Dated: 3/1, 2010  
Wilmington, Delaware

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

**EXHIBIT 1**

**Proof of Claim Form**

United States Bankruptcy Court for the District of Delaware  
 Vion Pharmaceuticals, Inc. Claims Processing Center  
 c/o Delaware Claims Agency, LLC  
 230 North Market Street, Second Floor  
 Wilmington, DE 19801

**PROOF OF CLAIM**

In Re: Vion Pharmaceuticals, Inc.  
 Debtor.

Chapter 11  
 Case No. 09-14439 (CSS)  
 Jointly Administered

Name of Debtor Against Which Claim is Held

Case No. of Debtor

**NOTE:** This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

**THIS SPACE IS FOR COURT USE ONLY**

Name and address of Creditor : (and name and address where notices should be sent if different from Creditor)

Check this box to indicate that this claim amends a previously filed claim.

Court Claim Number: \_\_\_\_\_  
 (if known)

Filed on: \_\_\_\_\_

Telephone number:

Email Address:

Name and address where payment should be sent (if different from above)

Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check this box if you are the debtor or trustee in this case.

Telephone number:

Email Address:

1. Amount of Claim as of Date Case Filed: \$ \_\_\_\_\_

If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete Item 5.

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges.

2. Basis for Claim: \_\_\_\_\_

(See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: \_\_\_\_\_

3a. Debtor may have scheduled account as: \_\_\_\_\_

(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff:  Real Estate  Motor Vehicle  Other

Describe: \_\_\_\_\_

Value of Property: \$ \_\_\_\_\_ Annual Interest Rate \_\_\_\_\_ %

Amount of arrearage and other charges as of time case filed included in secured claim, if any:

\$ \_\_\_\_\_ Basis for perfection: \_\_\_\_\_

Amount of Secured Claim: \$ \_\_\_\_\_ Amount Unsecured: \$ \_\_\_\_\_

5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim:

Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).

Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).

Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).

Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(\_\_\_\_\_).

Amount entitled to priority:

\$ \_\_\_\_\_

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)

**DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.**

If the documents are not available, please explain:

**FOR COURT USE ONLY**

**Date:** \_\_\_\_\_  
**Signature:** The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

**Penalty for presenting fraudulent claim:** Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

### INSTRUCTIONS FOR PROOF OF CLAIM FORM

*The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.*

#### Items to be completed in Proof of Claim form

#### Name of Debtor, and Case Number:

Fill in the name of the debtor in the bankruptcy case and the bankruptcy case number. The full list of debtors is provided under the general information section on the Claims Agent's website  
Vion Pharmaceuticals, Inc.  
Case No. 09-14429 (CSS)

If your Claim is against multiple Debtors, complete a separate form for each Debtor.

#### Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

#### 1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

#### 2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

#### 3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

#### 3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

#### 4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

#### 5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a):

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

#### 6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

#### 7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

#### Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

INFORMATION

**Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

**Creditor**

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (10).

**Claim**

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

**Proof of Claim**

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the Claims Agent at the following address:

***If by first class mail:***

Delaware Claims Agency, LLC  
230 North Market Street, Second Floor  
Wilmington, DE 19801

***If by hand delivery or overnight mail:***

Delaware Claims Agency, LLC  
230 North Market Street, Second Floor  
Wilmington, DE 19801

**Secured Claim Under 11 U.S.C. §506(a)**

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

**Unsecured Claim**

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

**Claim Entitled to Priority Under 11 U.S.C. §507(a)**

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

**Redacted**

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

**Evidence of Perfection**

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

**Acknowledgment of Filing of Claim**

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the Claims Agent's system [www.delawareclaimsagency.com](http://www.delawareclaimsagency.com)

**Offers to Purchase a Claim**

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

**EXHIBIT 2**

**Bar Date Notice**

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

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<i>In re:</i>	: Chapter 11
VION PHARMACEUTICALS, INC.,	: Case No. 09-14429 (CSS)
Debtor. <sup>1</sup>	:
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**NOTICE OF DEADLINES FOR THE FILING OF PROOFS OF CLAIM**

**TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST  
VION:**

**PLEASE TAKE NOTICE THAT:**

On December 17, 2009 (the "Petition Date"), Vion Pharmaceuticals, Inc. ("Vion"), filed a voluntary petition for relief under chapter 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court").

On [\_\_\_\_], 2010 the Court entered an order Docket No. [\_\_\_] the ("Bar Date Order") establishing certain dates by which parties holding prepetition claims against Vion must file proofs of claim ("Proofs of Claim").

For your convenience, enclosed with this notice (this "Notice") is a Proof of Claim form, which identifies on its face the amount, nature, and classification of your claim(s), if any, listed in Vion's schedules of assets and liabilities filed in these cases (the "Schedules").

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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.

As used in this Notice, the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, governmental units, and the Office of the United States Trustee for the District of Delaware. In addition, the terms "persons" and "governmental units" are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term "claim" means, as to or against Vion and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

#### **I. THE BAR DATES.**

The Bar Date Order establishes the following bar dates for filing Proofs of Claim in this chapter 11 case (the "Bar Dates").

The Claims Bar Date. Pursuant to the Bar Date Order, except as described below, all entities holding claims against Vion that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date are required to file Proofs of Claim by the Claims Bar Date of April 20, 2010 at 4:00 p.m. prevailing Eastern Time. The Claims Bar Date applies to all types of claims against Vion that arose prior to the Petition Date, including secured claims, unsecured priority claims, unsecured non-priority claims, and rejection damage claims for executory contracts and unexpired leases that have already been rejected by order of the Court in this chapter 11 case.

The Governmental Bar Date. Pursuant to the Bar Date Order, all governmental units holding claims against Vion that arose or are deemed to have arisen prior to the commencement of this case on the Petition Date are required to file proofs of claim by the Governmental Bar Date August 18, 2010 at 4:00 p.m. prevailing Eastern Time. The Governmental Bar Date applies to all governmental units

holding claims against Vion (whether secured, unsecured priority, or unsecured non-priority) that arose prior to the Petition Date, including, without limitation, governmental units with claims against Vion for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which Vion was a party.

## **II. WHO MUST FILE A PROOF OF CLAIM.**

Except as otherwise set forth herein, the following entities holding claims against Vion that arose (or that are deemed to have arisen) prior to the Petition Date must file Proofs of Claim on or before the Claims Bar Date, Governmental Bar Date, or any other bar date set forth in the Bar Date Order, as applicable:

- any entity whose claim against Vion is not listed in Vion's Schedules or is listed as contingent, unliquidated, or disputed;
- any entity who desires to participate in this chapter 11 case or share in any distribution in this chapter 11 case; and
- any entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount.

## **III. PARTIES WHO DO NOT NEED TO FILE PROOFS OF CLAIM.**

Certain parties are not required to file Proofs of Claim. The Court may, however, enter one or more separate orders at a later time requiring creditors to file Proofs of Claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following entities holding claims that would otherwise be subject to the Bar Dates need not file Proofs of Claims:

- any entity that already has filed a signed Proof of Claim against Vion with the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Bankruptcy Form B10;
- any entity whose claim is listed on the Schedules if (i) the claim is not scheduled as any of "disputed," "contingent," or "unliquidated;" and (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules;

- a holder of a claim that previously has been allowed by order of the Court or that is allowed pursuant to a plan;
- any entity whose claim is based on an interest in Vion Pharmaceuticals, Inc.; provided, however, that any entity who wishes to assert a claim against Vion based on, without limitation, claims for damages or rescission based on the purchase or sale of an equity security must file a Proof of Claim on or before the Claims Bar Date;
- a holder of a claim that has been paid in full by Vion pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- any wholly-owned affiliate having a claim against Vion;
- a current employee or director of Vion, if an order of this Court authorized Vion to honor such claim in the ordinary course of business as a wage or benefit; provided, however, that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- any holder of a claim for which a separate deadline is fixed by this Court; and
- any holder of a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration, including, without limitation, claims arising under section 503(b)(9) of the Bankruptcy Code.

#### IV. INSTRUCTIONS FOR FILING PROOFS OF CLAIM.

The following requirements shall apply with respect to filing and preparing each

Proof of Claim:

- Contents. Each Proof of Claim must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by Vion or Official Form No. B10; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.
- Original Signatures Required. Only original Proofs of Claim may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- Supporting Documentation. Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of Vion's counsel, such Proof of Claim may include a summary of such documentation or

an explanation as to why such documentation is not available; provided, however, that any creditor that received such written consent shall be required to transmit such writings to Vion's counsel upon request no later than 10 days from the date of such request.

- **Timely Service.** Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail, overnight mail, or other hand delivery system, so as to be **actually received** by DCA on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other bar date as set forth herein or by order of the Court) at the applicable address:

**If delivered by First-Class mail, overnight mail or hand delivery:**

Delaware Claims Agency, LLC  
230 North Market Street, Second Floor  
Wilmington, DE 19801

- **Receipt of Service.** Claimants wishing to receive acknowledgment that their Proofs of Claim were received by DCA must submit (i) a copy of the Proof of Claim Form and (ii) a self-addressed, stamped envelope (in addition to the original Proof of Claim Form sent to DCA).

**V. CONSEQUENCES OF FAILING TO TIMELY FILE YOUR PROOF OF CLAIM.**

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule

3003(c)(2), if you or any party or entity who is required, but fails, to file a Proof of Claim in accordance with the Bar Date order on or before the applicable Bar Date, please be advised that:

- YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THIS CHAPTER 11 CASE ON ACCOUNT OF THAT CLAIM; AND
- YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN FOR VION ON ACCOUNT OF THESE BARRED CLAIMS OR RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.

**VI. AMENDMENTS TO VION'S SCHEDULES.**

If, subsequent to the date of this Notice, Vion amends or supplements its Schedules to reduce the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules, to change the nature or classification of a claim against Vion reflected in the Schedules, or to add a new claim to the Schedules, the affected creditor is required to file a Proof

of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim on or before the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, to such claim and (b) 20 days after the date that on which Vion provides notice of the amendment to the Schedules (or another time period as may be fixed by the Court) as the date by which claimants holding claims affected by the amendment must file Proofs of Claim with respect to such claim (the "Amended Schedules Bar Date").

#### **VII. RESERVATION OF RIGHTS.**

Nothing contained in this Notice is intended to or should be construed as a waiver of Vion's right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

#### **VIII. VION'S SCHEDULES.**

You may be listed as the holder of a claim against Vion in Vion's Schedules. If you rely on Vion's Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. As described above, if you agree with the nature, amount, and status of your claim as listed in Vion's Schedules, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

#### **IX. ADDITIONAL INFORMATION.**

Copies of Vion's Schedules, the Bar Date Order, and other information regarding this chapter 11 case are available for inspection free of charge on DCA's website at

*www.delawareclaimsagency.com*. The Schedules and other filings in this chapter 11 case also are available for a fee at the Court's website at *http://www.deb.uscourts.gov*. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at *http://www.pacer.psc.uscourts.gov*. Copies of the Schedules and other documents filed in this case also may be examined between the hours of 9:00 a.m. and 4:30 p.m., prevailing Eastern Time, Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801.

If you require additional information regarding the filing of a proof of claim, you may contact Vion's claims agent, DCA, directly by writing to: Delaware Claims Agency, LLC, 230 North Market Street, Second Floor, Wilmington, DE 19801.

***[Remainder of Page Intentionally Left Blank]***

**A HOLDER OF A POSSIBLE CLAIM AGAINST VION SHOULD  
CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS  
NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.**

Respectfully submitted,

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

Paul Jacobs, Esq.  
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666 Fifth Avenue  
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*Counsel to the Debtor and Debtor In Possession*

**EXHIBIT 3**

**Publication Notice**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X  
In re: : Chapter 11  
: :  
VION PHARMACEUTICALS, INC., : Case No. 09-14429 (CSS)  
: :  
Debtor.<sup>6</sup> :  
: :  
-----X

**NOTICE OF DEADLINES FOR THE FILING OF PROOFS OF CLAIM**

**THE GENERAL CLAIMS BAR DATE IS April 20, 2010 at 4:00 p.m. prevailing Eastern Time**

**THE GOVERNMENTAL CLAIMS BAR DATE IS August 18, 2010 at 4:00 p.m. prevailing Eastern Time**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

**Deadlines for Filing Proofs of Claim.** On [ ], 2010, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an order Docket No. [ ] (the "Bar Date Order") establishing certain deadlines for the filing of proofs of claim in the chapter 11 case of Vion Pharmaceuticals, Inc. (the "Debtor" or "Vion");

DEBTOR	CASE NO.
Vion Pharmaceuticals, Inc.	09-14429 (CSS)

**The Bar Dates.** Pursuant to the Bar Date Order, all entities (except governmental units), including individuals, partnerships, estates, and trusts who have a claim or potential claim against Vion that arose prior to December 17, 2009, no matter how remote or contingent such

<sup>6</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.

right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before April 20, 2010 at 4:00 p.m. prevailing Eastern Time (the "General Claims Bar Date"). Governmental entities who have a claim or potential claim against Vion that arose prior to December 17, 2009, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before August 18, 2010 at 4:00 p.m. prevailing Eastern Time (the "Governmental Bar Date").

**ANY PERSON OR ENTITY WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE GENERAL CLAIMS BAR DATE OR GOVERNMENTAL BAR DATE, AS APPLICABLE, SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION.**

**Filing a Proof of Claim.** Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail, overnight mail, or other hand delivery system, so as to be **actually received** by Vion's notice and claims agent, Delaware Claims Agency ("DCA") on or before the Claims Bar Date or the Governmental Bar Date (or, where applicable, on or before any other bar date as set forth herein) at the applicable address:

**If delivered by First-Class mail, overnight mail or hand delivery:**

Delaware Claims Agency, LLC  
230 North Market Street, Second Floor  
Wilmington, DE 19801

**Contents of Proofs of Claim.** Each proof of claim must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by Vion or Official Form No. B10; (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant; and (v) include as attachments any and all supporting documentation on which the claim is based.

**Additional Information.** If you have any questions regarding the claims process and/or you wish to obtain a copy of the Bar Date Notice, a proof of claim form or related

documents you may do so by: (i) calling Vion's restructuring hotline at 800-838-6773; (ii) visiting Vion's restructuring website at: *www.delawareclaimsagency.com*; and/or (iii) writing to Delaware Claims Agency, LLC, 230 North Market Street, Second Floor, Wilmington, DE 19801. **Please note that Delaware Claims Agency cannot offer legal advice or advise whether you should file a proof of claim.**