

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

*In re:*

**VION PHARMACEUTICALS, INC.,**

Debtor<sup>1</sup>

:  
: Chapter 11  
:  
: Case No. 09-14429 (CSS)  
:  
: Re: Docket No. 45  
:  
:-----X

**FIRST SUPPLEMENTAL AFFIDAVIT PURSUANT TO  
BANKRUPTCY RULE 2014(A) IN SUPPORT OF DEBTOR 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 DEBTOR AND DEBTOR-IN-POSSESSION**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), John S. Llewellyn, III, being duly sworn, deposes and says:

1. I am a principal of Ernst & Young LLP (“E&Y LLP”), a professional services firm which maintains various offices, including one at 5 Times Square, New York, NY 10036. I submit this first supplemental affidavit on behalf of E&Y LLP (the “First Supplemental Affidavit”), pursuant to Bankruptcy Rule 2014(a), as a supplement to my Affidavit Pursuant to Federal Rule of Bankruptcy Procedure 2014(a) In Support of Debtor 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 Debtor and Debtor-In-Possession (the “Original Affidavit”), which was annexed as Exhibit A the Application (the “Application,” Docket No. 45) of Vion

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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.

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").

2. The facts set forth in this First 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, on January 7, 2010, the Office of the United States Trustee filed the Notice of Appointment of Committee of Unsecured Creditors (the "Committee") (Docket No. 49) in this case.

4. Pursuant to the procedures described in the Original Affidavit, E&Y LLP searched or caused to be searched certain databases to determine whether E&Y LLP has provided in the recent past or is currently providing services to any members of the Committee (the "Committee Members") or the Committee's proposed professionals to date (the "Committee Professionals").

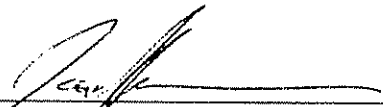
5. To the extent that E&Y LLP's research of relationships with parties-in-interest in this case indicated that E&Y LLP has in the recent past, or currently has, a client relationship with any Committee Members or Committee Professionals, E&Y LLP has so indicated in Exhibit A hereto.

6. As part of its practice, E&Y LLP appears in cases, proceedings and transactions involving many different attorneys, financial advisors and creditors, some of which may represent or be claimants and/or parties in interest in these cases. E&Y LLP will have no relationship with any such entity, attorney or financial advisor that would be

materially adverse to the Debtor. The following Committee Professionals have provided in the past and/or are currently providing services to E&Y LLP: Potter Anderson & Corroon LLP and Olshan Grundman Frome Rosenzweig & Wolosky LLP.

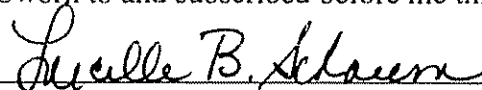
7. To the best of E&Y LLP's knowledge, information, and belief formed after reasonable inquiry, E&Y LLP's relationships with the Committee Members or Committee Professionals listed in Exhibit A hereto are unrelated to the Debtor and this case.

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

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

Dated: Jan 29, 2010

Sworn to and subscribed before me this 28 day of January, 2010.

  
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Notary Public

My Commission Expires: 5/4/2011

**LUCILLE B. SCHAUM**  
Notary Public, State of New York  
No. 4891963  
Qualified in Rockland County  
Commission Expires May 4, 2011

# EXHIBIT A

<b>Category</b>	<b>PIIL</b>	<b>No Connection</b>	<b>Prior Connection</b>	<b>Current Connection</b>
Official Statutory Committees members	i3 Research	x		
Official Statutory Committees members	Highbridge International LLC	x		
Official Statutory Committees members	US Bank National Association			x
Official Statutory Committees Attorneys (for each Official Committee)	Potter Anderson & Corroon LLP		x	x
Official Statutory Committees Attorneys (for each Official Committee)	Olshan Grundman Frome Rosenzweig & Wolosky LLP			x