

EXHIBIT A
(Proposed Form of Order)

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

GRACEWAY PHARMACEUTICALS, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 11-13036 (PJW)

(Jointly Administered)

Related Docket Numbers:

ORDER PERMITTING DISTRIBUTIONS UNDER THE PLAN

Upon consideration of the Liquidating Trustee's motion (the "**Motion**") for an order permitting the distributions required by the *First Amended Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et al.* [D.I. 551] (the "**Plan**"); it appearing that the relief requested in the Motion is in the best interest of the Debtors' estates, their creditors and Beneficiaries² and other parties in interest; the Court having jurisdiction to consider the Motion pursuant to 11 U.S.C. §§ 157 and 1334; and finding that adequate notice of the Motion and hearing to consider such Motion having been given; and no objections to the Motion having been filed; and after due deliberation and sufficient good cause appearing therefore, it is hereby:

1. ORDERED that the Motion is GRANTED, as provided herein.
2. The minimum amount of the First Lien Facility Agent's First Lien Facility Claims shall be fixed in the amount of \$21,188,619.29 as of September 30, 2015.

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175), Case No. 11-13037 (PJW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (PJW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (PJW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (PJW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (PJW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (PJW); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (PJW). On October 4, 2011, Graceway Canada Company ("**Graceway Canada**") filed an application in the Ontario Superior Court of Justice (Commercial List) pursuant to the *Courts of Justice Act*, R.S.O. 1990, c. C. 43.

² All capitalized terms used, but not otherwise defined, herein shall have the meaning given in the Motion.

3. The Liquidating Trustee is authorized to make the Proposed Distribution to the following classes under the Plan in the amounts identified in chart below:

Class:	Amount to Be Distributed:
Class 2 (First Lien Facility Claims)	\$17,252,340.88
Class 3 (Second Lien Facility Claims)	\$0.00
Class 4 (Other Secured Claims)	\$0.00
Class 5 (General Unsecured Claims)	\$8,811,271.80 (<i>pro-rata</i>)

4. The Liquidating Trustee is authorized to reserve \$400,000.00 for anticipated future expenses of the Liquidating Trust.

5. Following the making of the distributions set forth in this Order, the First Lien Facility Agent will continue to hold a First Lien Facility Claim in the amount of at least \$3,936,278.41.

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

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2015
 Wilmington, Delaware

 Honorable Kevin J. Carey
 United States Bankruptcy Judge