Exhibit A

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
GRACEWAY PHARMACEUTICALS, LLC, *et al.*,[1]	Case No. 11-13036 (PJW)
	Jointly Administered
Debtors.	**Docket Ref. No. ____**

ORDER DETERMINING THE VALUE OF THE ASSETS OF GRACEWAY CANADA COMPANY PROPOSED TO BE PURCHASED UNDER THE STALKING HORSE ASSET PURCHASE AGREEMENT

Upon consideration of the motion (the "**Motion**")[2] of the Debtors for entry of an order determining the value of the assets of Graceway Canada Company ("**Graceway Canada**") for purposes of allocating the value to be received in a sale of substantially all of the assets of the Debtors and Graceway Canada to the Stalking Horse Bidder or any higher bidder; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this Motion is a core proceeding pursuant to 28 U.S.C. § 157; and adequate notice of the Motion and opportunity for objection having been given, with no objections or requests for hearing having been filed, or all objections having been overruled, as the case may be; and it appearing that no other notice need be given;

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[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). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620 (Attn: John Bellamy). On October 4, 2011, Graceway Canada Company 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] Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

and after due deliberation and sufficient cause therefore, it is hereby ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED.

2. For the purpose of allocating the value to be received in a sale of substantially all of the assets of the Debtors and Graceway Canada to the Stalking Horse Bidder or any other bidder, the value of the Canadian Acquired Assets proposed to be purchased by the Stalking Horse Bidder or any other bidder shall be $4,452,570.95.[3]

3. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

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

Dated: _____, 2011
Wilmington, Delaware

_____
Peter J. Walsh
United States Bankruptcy Judge

[3] In the event that a bidder other than the Stalking Horse Bidder is ultimately selected by the Debtors as the successful bidder and that bidder elects to purchase assets of Graceway Canada that differ from the Canadian Acquired Assets, the valuation determined herein shall be adjusted to reflect the assets actually being acquired. Such adjustment will be made by the Debtors in consultation with the Receiver and the Receiver's professionals, and shall be subject to Court approval with notice and an opportunity for parties in interest to object.