

Exhibit A

Proposed 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

**ORDER PURSUANT TO SECTIONS 327(e) OF THE BANKRUPTCY CODE
AUTHORIZING THE DEBTORS TO RETAIN AND EMPLOY EDWARDS WILDMAN
PALMER LLP AS SPECIAL INTELLECTUAL PROPERTY COUNSEL FOR THE
DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

(“EWP Retention Order”)

Upon consideration of the application (the “Application”)² of the Debtors for entry of an Order (the “Order”) authorizing the Debtors to retain and employ Edwards Wildman Palmer LLP (“EWP”) as special intellectual property counsel for the Debtors, *nunc pro tunc* to the Petition Date, pursuant to Section 327(e) of title 11 of 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”); and upon consideration of the Declaration of Peter J. Manso (the “Manso Declaration”); and this Court being satisfied based on the representations made in the Application and the Manso Declaration that EWP, with

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 Application.

respect to Representative Matters, is disinterested as that term is defined under Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code; 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 Application is a core proceeding pursuant to 28 U.S.C. § 157; and adequate notice of the Application and opportunity for objection having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause therefore, it is hereby ORDERED, ADJUDGED, AND DECREED that:

1. The Application is GRANTED.
2. In accordance with Section 327(e) of the Bankruptcy Code, the Debtors are authorized to retain and employ EWP as their special intellectual property on the terms set forth in the Application and the Manso Declaration, *nunc pro tunc* to the Petition Date.
3. In a manner consistent with the Application and the Manso Declaration, EWP is authorized to perform the services set forth in the Application.
4. EWP shall be compensated in accordance with the procedures set forth in Sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may then be applicable, from time to time, the guidelines established by the Office of the United States Trustee and such procedures as may be fixed by order of this Court.
5. Notwithstanding anything to the contrary contained herein, any payment to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the Debtors under any approved debtor-in-possession financing facility, or any order regarding the use of cash collateral.

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

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

Dated: _____, 2011
Wilmington, Delaware

United States Bankruptcy Judge