

**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

Re: Docket No. _____

**ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF ELLIOTT
GREENLEAF AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS *NUNC PRO TUNC* TO OCTOBER 11, 2011**

Upon consideration of the Application for an Order Pursuant to Bankruptcy Code §§ 328(a), 1103(a), and 1103(b) Authorizing Employment and Retention of Elliott Greenleaf (“EG”) as Co-Counsel to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to October 11, 2011 (the “Application”); and the Court being satisfied, based upon the representations made in the Application and the Affidavit of Rafael X. Zahralddin-Aravena, that EG represents or holds no interests adverse to the Debtors or to their estates as in the matters upon which to be engaged and is a “disinterested party” as such term is defined under Section 101(14) of the Bankruptcy Code, and is modified by Section 1107(b) of the Bankruptcy Code and holds no adverse interest to the estate as prohibited by 11 U.S.C. §1103 (b); and that the employment of EG is necessary and is in the best interests of the Debtors and their estates, Creditors and other such interested

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); Graceway Holdings, LLC, a Delaware limited liability company (2502); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385); Chester Valley Holdings, LLC, a Delaware limited liability company (9457); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713); Graceway Canada Holdings, Inc., a Delaware corporation (6663); and Graceway International, Inc., a Delaware corporation (2399). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620 (Attn: John Bellamy).

parties; and it appearing that sufficient notice of the Application has been given; and in good cause having been shown, it is hereby

ORDERED that the Application is approved; and it is further

ORDERED that EG is retained and employed *nunc pro tunc* to October 11, 2011; and it is further

ORDERED that EG shall be compensated in accordance with the procedures set forth in Sections 330 and 331 of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the Local Rules of the Court, the Administrative Order governing professional fees in the aforementioned cases, and any such procedures as may be fixed by the order of this Court.

Dated: _____, 2011
Wilmington, DE

HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE