

**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 AUTHORIZING THE EMPLOYMENT AND RETENTION
OF LOWENSTEIN SANDLER PC AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon consideration of the application (the "Application")² of the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors and debtors-in-possession (the "Debtors") for authorization to retain Lowenstein Sandler PC ("Lowenstein Sandler") to serve as counsel for the Committee, effective as of October 11, 2011; and upon consideration of the Declaration of Counsel in support of the Application; and the Court being satisfied that Lowenstein Sandler represents no adverse interest in connection with these bankruptcy cases; and notice of the Application being sufficient; and good cause appearing therefor;

It is **ORDERED** as follows:

1. The Application is granted.

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).

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Application.

2. Pursuant to sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014 and Rule 2014-1 of the Local Rules, the Committee is authorized and empowered to employ and retain Lowenstein Sandler, effective as of October 11, 2011, to serve as its counsel in the above-captioned cases.

3. Lowenstein Sandler 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 rules of this Court, and any applicable orders entered by this Court in respect of compensation of professionals.

Dated: _____, 2011

PETER W. WALSH
UNITED STATES BANKRUPTCY JUDGE