

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 (MFW)

Joint Administration Pending

**ORDER ESTABLISHING EXCLUSIVE PROCEDURES FOR THE
ASSERTION, RESOLUTION, AND SATISFACTION OF CLAIMS ASSERTED
PURSUANT TO BANKRUPTCY CODE § 503(b)(9)**

("503(b)(9) Administration Order")

Upon consideration of the motion (the "**Motion**")² of the Debtors for entry of an order establishing the exclusive procedures for the assertion, resolution, and satisfaction of claims asserted pursuant to Section 503(b)(9) 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 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; and after due deliberation and sufficient cause therefore, it is hereby ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED as set forth herein.

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 but not defined herein shall have the meanings ascribed to them in the Motion.

2. The following 503(b)(9) Procedures are hereby authorized and approved in their entirety and shall apply to all 503(b)(9) Claims:

- (a) Any Vendor asserting a 503(b)(9) Claim must prepare a proof of claim (a “**Proof of 503(b)(9) Claim**”), using the form attached to the Motion as Exhibit B, that sets forth (a) the value of the Goods the claimant contends the Debtors received within twenty days prior to the Petition Date; (b) documentation, including invoices, receipts, bills of lading and the like, identifying the Goods for which the claim is being asserted; and (c) documentation identifying which of the Debtors the Goods were shipped to, the date the Goods were received by such Debtor, and the alleged value of the Goods;
- (b) All Proofs of 503(b)(9) Claims would be required to be filed with (i) BMC Group, Inc., Attn: Graceway Claims Processing, PO Box 3020, Chanhassen, MN 55317-3020 (if by first-class mail), or BMC Group Inc., Attn: Graceway Claims Processing, 18750 Lake Drive East, Chanhassen, MN 55137 (if by overnight courier or hand-delivery); (ii) proposed co-counsel to the Debtors, (a) Latham & Watkins LLP, 233 South Wacker Drive, Suite 5800, Chicago, Illinois 60606 (Attn: Josef S. Athanas, Esq. and Matthew L. Warren, Esq.), and (b) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, P.O. Box 391, Wilmington, Delaware 19899 (Attn: Kara Hammond Coyle, Esq.); and (iii) the Debtors, c/o John A. A. Bellamy, Executive Vice President & General Counsel, Graceway Pharmaceuticals, LLC, 340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620, so as to be received no later than sixty days after the date this Order is entered: _____, 2011 (the “**503(b)(9) Claim Filing Deadline**”);
- (c) The Debtors shall have sixty days after the 503(b)(9) Claim Filing Deadline to subsequently file with this Court any objections (“**Objections**”) to the 503(b)(9) Claims (the “**Objection Deadline**”);
- (d) Vendors shall have thirty days from the Objection Deadline to file with this Court and serve any responses (“**Responses**”) to such Objections (the “**Response Deadline**”);
- (e) The Debtors shall have twenty-one days from the Response Deadline to file with this Court and serve any replies to such Responses (the “**Reply Deadline**”);
- (f) Any outstanding Objections shall be heard by this Court at the next hearing following the Reply Deadline;
- (g) Notwithstanding and without limiting the foregoing, the Debtors shall be authorized, but not required, to negotiate, in their sole discretion, with any Vendor and to seek an agreement resolving any objection to such Vendor’s 503(b)(9) Claim, and approval of such an agreement will be subject to notice and a hearing; and

(h) To the extent a 503(b)(9) Claim is allowed, such 503(b)(9) Claim shall be satisfied solely pursuant to and as set forth in such plan of reorganization or plan of liquidation as shall be confirmed by this Court.

3. The 503(b)(9) Procedures shall be the sole and exclusive method for the assertion, resolution, and satisfaction of any and all 503(b)(9) Claims against the Debtors.³

4. The Vendors shall be prohibited from utilizing any other means for the assertion, reconciliation, allowance, resolution, or satisfaction of the 503(b)(9) Claims, including, without limitation, the filing of a motion for allowance or to compel payment of any 503(b)(9) Claims.

5. The Debtors shall serve on all Vendors known to have sold goods to any of the Debtors within the twelve months preceding the Petition Date a copy of the notice of the 503(b)(9) Filing Deadline substantially in the form attached to the Motion as Exhibit C.

6. Nothing in the Motion or this Order shall be deemed or construed as: (a) an admission as to the validity or priority of any claim against the Debtors; (b) a waiver of the Debtors' rights to dispute any claim; or (c) an approval or assumption of any agreement, contract or lease pursuant to Section 365 of the Bankruptcy Code.

7. All time periods set forth in this Order shall be calculated in accordance with Rule 9006(a) of the Federal Rules of Bankruptcy Procedure.

8. Notwithstanding the provisions of Bankruptcy Rule 6004 and Bankruptcy Rule 6006 or any applicable provisions of the Local Rules, this Order shall not be stayed for fourteen (14) days after the entry hereof, but shall be effective and enforceable immediately upon entry, and the fourteen (14) day stay provided in such rules is hereby expressly waived and shall not apply.

³ Provided, however, that if any Vendor is a party to an executory contract that is assumed and assigned to a third party, nothing herein shall prevent payment in full of any cure amount associated with such contract.

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

10. 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