

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
GRACEWAY PHARMACEUTICALS, LLC,)	Case No. 11-13036 (PJW)
<i>et al.</i> , ¹)	
)	Jointly Administered
Debtors.)	
<hr/>		Docket No. _____

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF STIKEMAN ELLIOTT LLP AS SPECIAL CANADIAN COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
NUNC PRO TUNC AS OF NOVEMBER 6, 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 Stikeman Elliott LLP (“SE”) as Special Canadian Counsel to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to November 6, 2011 (the “Application”); and the Court being satisfied, based upon the representations Ashley John Taylor made in the Application and in the Affidavit of Ashley John Taylor that SE does not represent or hold any adverse interest in connection with the cases, as prohibited by 11 U.S.C. 1103(b), 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 SE is necessary and is in the best interests of the Debtors and their estates, Creditors and other such interested parties; and it appearing that sufficient notice of the Application has been given; and in good cause having been shown, it is hereby

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).

ORDERED that the Application is approved; and it is further

ORDERED that SE is retained pursuant to 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014 and Rule 2014-1 of the Del. Bankr. Local Rules, the Committee is authorized and empowered to employ and retain Stikeman Elliott LLP, *nunc pro tunc* to November 6, 2011 to serve as its special Canadian counsel in the above captioned cases; and it is further

ORDERED that SE 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