

**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 GRANTING MOTION OF
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
TO FILE UNDER SEAL THE UNREDACTED VERSION OF THE OBJECTION OF
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO DEBTORS'
MOTION FOR ENTRY OF AN ORDER DETERMINING THE VALUE OF THE
ASSETS OF GRACEWAY CANADA COMPANY PROPOSED TO BE PURCHASED
UNDER THE STALKING HORSE ASSET PURCHASE AGREEMENT**

UPON THE MOTION (the "Motion to Seal")² of the Official Committee of Unsecured Creditors (the "Creditors' Committee") to File Under Seal the Unredacted Version of the Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Entry of an Order Determining the Value of the Assets of Graceway Canada Company Proposed to be Purchased Under the Stalking Horse Asset Purchase Agreement (the "Objection"), and this Court possessing jurisdiction to consider the Motion to Seal, and venue being proper, and notice of the Motion to Seal

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 not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion to Seal.

having been sufficient, and having reviewed the Motion to Seal and all papers related thereto heretofore filed, and the relief requested in the Motion to Seal being warranted, IT IS HEREBY ORDERED THAT:

1. The Motion to Seal is GRANTED.
2. The unredacted version of the Objection may be filed under seal.
3. The unredacted version of the Objection shall be kept under seal and confidential and shall not be made available to any entity other than: (i) the Court; (ii) the Debtors; (iii) Wachtell, Lipton, Rosen & Katz, counsel to Bank of America, N.A., as Administrative Agent for the Pre-petition First Lien Lenders; (iv) Bank of America, N.A, as Administrative Agent for the Pre-petition First Lien Lenders; (v) RSM Richter Inc., as the receiver in the Canadian Proceeding; (vi) Goodmans LLP, as counsel to receiver in the Canadian Proceeding; and (vii) the Office of the United States Trustee.
4. This Court shall retain jurisdiction to consider all matters arising from and/or related to the interpretation and/or implementation of this Order.

Dated: _____, 2011
Wilmington, DE

HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE