

Exhibit A
Proposed Order

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

<p>In re:</p> <p>GRACEWAY PHARMACEUTICALS, LLC, <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p> <hr/> <p>METAPHOR, INC.</p> <p style="text-align: center;">Plaintiff,</p> <p>v.</p> <p>GRACEWAY PHARMACEUTICALS, LLC, <i>et al.</i></p> <p style="text-align: center;">Defendants.</p>	<p>Chapter 11</p> <p>Case No. 11-13036 (PJW)</p> <p>Jointly Administered</p> <p>Hearing Date: N/A Objection Deadline: N/A</p> <p>Adv. Proc. No.: 11-53855 (PJW)</p> <p>Docket Ref. No. _____</p>
---	--

**ORDER EXTENDING THE DEBTORS' DEADLINE TO ANSWER METAPHOR'S
COMPLAINT FOR DECLARATORY JUDGMENT AND OTHER RELIEF RELATING
TO THE DETERMINATION OF INTEREST IN PROPERTY**

Upon consideration of the motion (the "Motion")² the above-captioned debtors and debtors in possession in these chapter 11 cases (collectively, the "Debtors"), seeking entry of an order extending the Debtors' deadline to answer the Complaint filed by Metaphor, Inc.

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), Case No. 11-13037 (PJW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (PJW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (PJW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (PJW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (PJW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (PJW); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (PJW). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620 (Attn: John Bellamy). On October 4, 2011, Graceway Canada Company filed an application in the Ontario Superior Court of Justice (Commercial List) pursuant to the *Courts of Justice Act*, R.S.O. 1990, c. C. 43.

² Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Motion or the Settlement Agreement, as applicable.

(“Metaphor”) indefinitely; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their creditors and estates; and it appearing that proper and adequate notice has been given and that no other or further notice is required; and upon the record herein; and after due deliberation thereon; and sufficient cause appearing therefor; it is hereby ORDERED that:

1. The Motion is GRANTED.
2. The Debtors’ deadline to answer the Complaint is extended indefinitely.

Dated: _____, 2011
Wilmington, Delaware

Peter J. Walsh
United States Bankruptcy Judge