

EXHIBIT D

**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 APPROVING FIRST MONTHLY APPLICATION OF EDWARDS
WILDMAN PALMER LLP AS SPECIAL INTELLECTUAL PROPERTY COUNSEL
TO THE DEBTORS FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE INTERIM PERIOD
SEPTEMBER 29, 2011 THROUGH SEPTEMBER 30, 2011**

The Court having reviewed the First Monthly Fee Application of Edwards Wildman Palmer LLP as Special Intellectual Property Counsel to the Debtors for Allowance of Compensation and for Reimbursement of Expenses Incurred for the Interim Period September 29, 2011 through September 30, 2011 (the "First Monthly Fee Application"); and it appearing to the Court that all of the requirements of sections 327, 330, 331 and 503(b) of title 11 of the United States Code, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, have been satisfied; and having found that due and proper notice of the First Monthly Fee Application has been provided to parties in interest; and having found that the compensation

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) (collectively, the "Debtors"). 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. 43.

requested in the First Monthly Fee Application is fair and reasonable under all the facts and circumstances of this case, and that the expenses incurred for which reimbursement is sought were actual and necessary;

IT IS HEREBY ORDERED:

1. The First Monthly Fee Application is GRANTED. The Debtors are hereby authorized and directed to pay to Edwards Wildman Palmer LLP \$12,605.60 (\$15,757.00 x 80%) for actual, necessary services rendered, and \$3,884.50 for actual, necessary expenses incurred, less amounts already paid in connection therewith.

Dated: _____, 2012
Wilmington, Delaware

PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE