

EXHIBIT A

**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. <u>240, 281, 287</u>

**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, as set forth herein; and it is further

ORDERED that all fee applications filed by SE will set forth the amount sought in U.S. Dollars; 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: Nov. 22 2011
Wilmington, DE



HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

STIKEMAN ELLIOTT

Stikeman Elliott LLP, Barristers & Solicitors
5300 Commerce Court West, 199 Bay Street, Toronto, Canada M5L 1B9

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G.S.T./H.S.T. NO. 1214111360001
Q.S.T. No. 1018978624

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Nov 6, 2011	N. McHaffie	0.50	Review application materials; prepare for and attend on conference call with A.Taylor, N. Meakin; e-mails with R. Sheahan.
Nov 7, 2011	N. McHaffie	0.92	Conference call with professionals group; discussion with R. Sheahan; review DIN searches.
Nov 7, 2011	D. Murdoch	0.75	Conference call; meet with A. Taylor; attend to conflicts issues.
Nov 7, 2011	R. Sheahan	0.67	Attend conference call; conduct searches of drug products database and other Health Canada databases.
Nov 7, 2011	A.J. Taylor	1.17	Conference call with N. Meakin and N. McHaffie; conference call with J. Teele, N. Meakin, N. McHaffie and R. Sheahan; all emails re Graceway.
Nov 8, 2011	N. McHaffie	0.67	Discussions with R. Sheahan; conference call with A. Taylor, R. Sheahan.
Nov 8, 2011	D. Murdoch	0.50	Attend to conflicts; review draft declaration.
Nov 8, 2011	R. Sheahan	0.50	Review of data room documents; conduct searches of Health Canada databases; discussions with N. McHaffie and A. Taylor.
Nov 8, 2011	A.J. Taylor	1.33	Review Confidentiality Agreement, conversation with D. Murdoch; telephone conversation with N. McHaffie and R. Sheahan re IP Applications; review conflicts, review

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Nov 9, 2011	N. McHaffie	1.17	affidavit; conversation with D. Byers. Discussions with R. Sheahan; conference call with counsel team; discussions with R. Sheahan; review agreements and registrations.
Nov 9, 2011	D. Murdoch	1.83	Meet with A. Taylor; conference call; revisions to declaration; review conflicts.
Nov 9, 2011	R. Sheahan	9.92	Review of data room documents; conduct searches of Health Canada databases and Canadian Intellectual Property Office's databases; review Food and Drugs Act and associated regulations; review Health Canada guidelines and policies; prepare report regarding Graceway Canada's IP and Health Canada licences.
Nov 9, 2011	A.J. Taylor	1.50	Revise draft affidavit re Retention; conversation with D. Murdoch; all emails and telephone calls re Retainer; UCC conference call; conversation with D. Murdoch; review revised affidavit; review draft application materials.
Nov 10, 2011	B. Lorusso-Taddeo	0.25	Re: Graceway Pharmaceuticals, conduct business name search.
Nov 10, 2011	C. Markadonis	0.20	Order preliminary NUANS searches and forward to R. Sheahan.
Nov 10, 2011	N. McHaffie	1.50	Discussions with R. Sheahan; review registrations and consider; e-mails with A. Taylor; review and revise memorandum regarding pharmaceutical regulation and valuation/allocation issues; e-mail to group.
Nov 10, 2011	D. Murdoch	0.75	Finalize declaration; revisions to memo on IP issues.
Nov 10, 2011	R. Sheahan	5.42	Review of data room documents; conduct searches of Health Canada databases and Canadian Intellectual Property Office's databases; review Food and Drugs Act and associated regulations; review Health Canada guidelines and policies; prepare report regarding Graceway Canada's IP and Health Canada licences.
Nov 10, 2011	A.J. Taylor	0.50	Affidavit; contact check; conversation with D. Murdoch.
Nov 11, 2011	N. McHaffie	1.25	Discussions with R. Sheahan; prepare for and attend on conference call; review sale objection documents.
Nov 11, 2011	D. Murdoch	1.00	Conference call; review Canadian materials;

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
			call with J. Swartz.
Nov 11, 2011	R. Sheahan	0.83	Prepare for and attend conference call.
Nov 11, 2011	A.J. Taylor	0.50	Conversation with D. Murdoch re Allocation; all emails.
Nov 13, 2011	D. Murdoch	0.50	Review draft objections.
Nov 14, 2011	N. McHaffie	1.00	E-mails and discussion with R. Sheahan; review trade-mark registrations; prepare for and attend on conference calls; correspondence with group; review objections.
Nov 14, 2011	D. Murdoch	1.83	Conference calls; review research on Canadian issues; various emails.
Nov 14, 2011	E. Tait	0.50	Researched cases regarding standing of US Unsecured Creditors' Committee.
Nov 14, 2011	A.J. Taylor	1.00	Telephone conversation with N. Meakin; emails with D. Murdoch; conversation with D. Murdoch.
Nov 15, 2011	N. McHaffie	0.17	Review Canadian approval and allocation motion; review e-mails.
Nov 15, 2011	D. Murdoch	0.50	Review Canadian motion record; various emails.
Nov 15, 2011	A.J. Taylor	1.83	Conversation with D. Murdoch; review motion record; review objection; emails with D. Murdoch.
Nov 16, 2011	N. McHaffie	1.08	E-mails and telephone conversation with A. Taylor; e-mails and discussion with R. Sheahan; e-mails with R. Zahralddin-Aravena, J. Teele; prepare for and attend on conference call; e-mails with A. Taylor, D. Murdoch, R. Sheahan.
Nov 16, 2011	D. Murdoch	1.83	Conference calls; review research issues.
Nov 16, 2011	R. Sheahan	0.75	Prepare for and attend conference call.
Nov 16, 2011	A.J. Taylor	2.17	Conference call re Joint hearing; conversation with D. Murdoch; telephone conversation with N. McHaffie; conference call re IP issues; review IP memo.
Nov 16, 2011	C. Yung	3.10	Research on standing of UCC in previous proceedings; research on allocation of value in an approval of sale.
Nov 17, 2011	N. McHaffie	0.17	E-mails and telephone conversations with R. Sheahan, A. Taylor.
Nov 17, 2011	D. Murdoch	4.25	Conference call; meet with A. Taylor; review memo on IP issues; work on Canadian factum.
Nov 17, 2011	R. Sheahan	3.25	Review Food and Drug Regulations and Health Canada policies and guidelines; prepare overview of drug authorizations and

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
Nov 17, 2011	A.J. Taylor	0.67	further advice regarding transfer of DINs. Review memo; email R. Sheahan; conversation with D. Murdoch re Motion; emails with N. Meakin; telephone conversation with N. McHaffie.
Nov 18, 2011	N. McHaffie	0.17	E-mails with A. Taylor; review notice of successful bidder.
Nov 18, 2011	D. Murdoch	5.83	Conference call; meet with A. Taylor; review conflict reports; revisions to supplementary declaration; work on Canadian factum.
Nov 18, 2011	A.J. Taylor	3.00	Conversation with D. Murdoch; conference call re Auction Results; conversation with D. Murdoch re Hearing; emails re Retention Motion; review agenda; conversation with D. Murdoch.
Nov 18, 2011	C. Yung	9.72	Research on allocation of the purchase price in a sale approval (contested cases); drafting of affidavit No. 2 discussing SE's connection with Potential Parties in the bankruptcy case, drafting of Exhibit 1 listing all parties and their affiliates.
Nov 21, 2011	D. Murdoch	0.50	Review supplemental record and receivers report.
Nov 21, 2011	R. Sheahan	1.25	Review trade-mark registrations; discussions with N. McHaffie; prepare for and attend conference call.
Nov 21, 2011	A.J. Taylor	0.75	All emails re Retention; all emails re Sale Approval hearing; review factum.
Nov 22, 2011	D. Murdoch	3.00	Attend sale and valuation approval hearing; emails with counsel.
Nov 23, 2011	A.J. Taylor	0.25	All email communications re hearing.
Total Hours		82.70	

FEE SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
B. Lorusso-Taddeo	0.25	\$225.00	\$56.25
C. Markadonis	0.20	170.00	34.00
N. McHaffie	8.60	600.00	5,160.00
D. Murdoch	23.07	550.00	12,688.50
R. Sheahan	22.59	449.39	10,151.78

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E. Tait	0.50	450.00	225.00
A.J. Taylor	14.67	700.00	10,269.00
C. Yung	12.82	250.00	3,205.00

FEES

Professional Services

USD \$41,789.53

EXHIBIT C

STIKEMAN ELLIOTT

CHARGES SUMMARY

<u>Description</u>	<u>Total</u>
Photocopies	2.40
Total Charges	USD \$2.40

DISBURSEMENTS SUMMARY

<u>Description</u>	<u>Total</u>
Agents' Fees	34.15
Filing Fees - N/T	99.51
Travel - Taxis	71.65
Total Disbursements	USD \$205.31