

Exhibit A
Proposed Order

**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

Doc. Ref. No.

**ORDER EXTENDING TIME TO ASSUME OR REJECT
NON-RESIDENTIAL REAL PROPERTY LEASES**

Upon the Motion² of the Debtors for entry of an order pursuant to Bankruptcy Code Section 365(d)(4) granting a 90 day extension of the time for the Debtors to assume or reject their remaining unexpired leases of nonresidential real property (the "Leases"); and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this Motion is a core proceeding pursuant to 28 U.S.C. § 157; and adequate notice of the Motion and opportunity for objection having been given, with no objections or requests for hearing having been filed, or all objections having been overruled, as the case may be; and it appearing that no other notice need be given; and after due deliberation and sufficient cause therefore, it is hereby ORDERED, ADJUDGED, AND DECREED that:

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.

1. The Motion is GRANTED.

2. The period of time during which the Debtors may assume or reject the Leases is hereby extended through the earlier to occur of (a) the effective date of a plan of reorganization in these cases and (b) April 26, 2012.

3. Nothing contained herein shall be deemed to direct the assumption or rejection of the Leases.

4. The extension of time granted pursuant to this Order is without prejudice to the Debtors' rights to seek further extensions of time to assume or reject the Leases with the consent of the lessors, as provided in Bankruptcy Code Section 365(d)(4)(B)(ii).

5. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2012
Wilmington, Delaware

PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE

² Capitalized terms used but not defined herein shall have the same meaning ascribed to them in the Motion.