

**EXHIBIT 2**

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

In re:

GRACEWAY PHARMACEUTICALS, LLC,  
*et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 11-13036 (PJW)

Jointly Administered

Ref. Docket No. 530

**ORDER APPROVING FIRST INTERIM FEE APPLICATION OF YOUNG  
CONAWAY STARGATT & TAYLOR, LLP FOR THE QUARTERLY PERIOD  
FROM SEPTEMBER 29, 2011 THROUGH DECEMBER 31, 2011**

Upon consideration of the first interim fee application (the "Application") of Young Conaway Stargatt & Taylor, LLP ("YCS&T") as counsel to the debtors in the above-captioned chapter 11 cases (the "Debtors"), for allowance of compensation and reimbursement of expenses; and it appearing to the Court that all of the requirements of §§ 327, 328, 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 it further appearing that the compensation earned and expenses incurred were reasonable and necessary; and that the notices of the Applications were appropriate; and after due deliberation and sufficient good cause appearing therefore,

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<sup>1</sup> 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 400, 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.

**IT IS HEREBY ORDERED THAT:**

1. The Application is hereby APPROVED in the amounts set forth on Exhibit A.
2. YCS&T is granted allowance of compensation in the amounts set forth on Exhibit A.
3. YCS&T is allowed the reimbursement of reasonable and necessary expenses in the amounts set forth on Exhibit A.
4. The Debtors are authorized and directed to remit payment to YCS&T in the amounts set forth on Exhibit A, less all amounts previously paid on account of such fees and expenses.

Dated: March \_\_\_\_, 2012  
Wilmington, Delaware

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United States Bankruptcy Judge

**EXHIBIT A**

**First Interim Fee Application of Young Conaway Stargatt & Taylor, LLP, Counsel to the Debtors**

<b>Monthly Fee Period, Docket No. &amp; Date Filed</b>	<b>Total Fees Requested</b>	<b>Total Expenses Requested</b>	<b>C.N.O. Docket No. &amp; Date Filed</b>	<b>Amount of Fees Paid or To Be Paid (80%)</b>	<b>Amount of Expenses Paid or To be Paid (100%)</b>	<b>Amount of Holdback Fees Sought (20%)</b>
9/29/11 – 9/30/11 [D.I. 160; 10/27/11]	\$22,897.00	\$3,592.80	D.I. 314; 11/29/11	\$18,317.60	\$3,592.80	\$4,579.40
10/1/11 – 10/31/11 [D.I. 321; 11/30/11]	\$66,986.50	\$5,717.24	D.I. 404; 12/23/11	\$53,589.20	\$5,717.24	\$13,397.30
11/1/11 – 11/30/11 [D.I. 366; 12/15/11]	\$61,979.50	\$7,732.31	D.I. 436; 1/6/12	\$49,583.60	\$7,732.31	\$12,395.90
12/1/11 – 12/31/11 [D.I. 489; 1/27/12]	\$29,289.50	\$3,263.74	D.I. 545; 2/22/12	\$23,431.60	\$3,263.74	\$5,857.90
<b>TOTAL</b>	<b>\$181,152.50</b>	<b>\$20,306.09</b>		<b>\$144,922.00</b>	<b>\$20,306.09</b>	<b>\$36,230.50</b>