

Exhibit A

Revised 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

Related Docket Nos. 535, 570, 588 and 597

**ORDER SUSTAINING DEBTORS' THIRD OMNIBUS (SUBSTANTIVE) OBJECTION
TO CLAIMS PURSUANT TO § 502(b) OF THE BANKRUPTCY CODE,
BANKRUPTCY RULE 3007, AND LOCAL RULE 3007-1**

Upon the Debtors' Third Omnibus (Substantive) Objection to Claims Pursuant to § 502(b) of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Rule 3007-1 (the "**Objection**"),² and it appearing that proper and adequate notice has been given and that no other or further notice is required; and the Court having considered the Objection, the claims listed on Exhibits A through D attached hereto, and any responses thereto; and upon the record herein; and after due deliberation thereon; and sufficient cause appearing therefore; it is hereby ORDERED that:

1. The Objection is SUSTAINED.

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 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.

² Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Objection.

2. The Cross-Debtor Duplicate Claims listed under the column titled “Claims to be Disallowed” on Exhibit A are disallowed in their entirety, and the claims listed under the column titled “Remaining Claims” on Exhibit A shall remain on the official claims register.

3. The No Liability Claims listed on Exhibit B are disallowed.

4. The Modified Amount Claims listed on Exhibit C are hereby modified to the amounts reflected in the column titled “Modified Amount” on Exhibit C.

5. The Modified Priority Claims listed on Exhibit D are hereby modified to reflect the priority indicated in the column titled “Modified Priority Status” on Exhibit D.

6. Claim No. 107 filed by M. Shane Chapman shall be allowed as a general unsecured, non-priority claim in the amount of \$4,000.

7. The Debtors’ objection to each Disputed Claim addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate Order with respect to each Disputed Claim. Any stay of this Order pending appeal by any of the claimants subject to this Order shall apply only to the contested matter which involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters covered hereby.

8. The Debtors shall retain and shall have the right to object in the future to any of the Proofs of Claims or scheduled claims listed on Exhibits A through D hereto on any additional grounds. Additionally, the Debtors shall retain and shall have the right to seek to amend, modify and/or supplement this Order as may be necessary.

9. In addition, the Debtors’ rights are reserved to file future objections to claims asserted in Proofs of Claims that have been or may subsequently be filed in these cases, or claims that may be listed on the Debtors’ Schedules and Statements, on the same grounds as

those set forth in the Objection or any other appropriate grounds that bankruptcy and non-bankruptcy law permits.

10. The Debtors are authorized and empowered to take all steps necessary and appropriate to carry out and otherwise effectuate the terms conditions and provisions of this Order.

11. The Debtors' Voting and Claims Agent is authorized to cause the claims register to be amended to reflect the terms of this Order.

12. This Court retains jurisdiction over the Debtors and the claimants whose Disputed Claims are subject to the Objection with respect to any matters related to or arising from the Objection or the implementation of this Order.

Dated: March _____, 2012

PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Cross-Debtor Duplicate Claims

GRACEWAY PHARMACEUTICALS, LLC

OMNIBUS OBJECTION 3: EXHIBIT A – CROSS-DEBTOR DUPLICATE CLAIMS

	NAME	DATE FILED	CASE NUMBER	CLAIM TO BE DISALLOWED	TOTAL CLAIM DOLLARS	REMAINING CASE NUMBER	REMAINING CLAIM	REASON FOR DISALLOWANCE
1	HOGAN LOVELLS US LLP ATTN: EDWARD C DOLAN 555 THIRTEENTH STREET, NW WASHINGTON, DC 20004-1109	12/29/2011	11-13037 (PJW)	178	\$2,214.07	11-13036 (PJW)	177	Duplicative of the claim listed in "remaining claim" column
2	HOGAN LOVELLS US LLP ATTN: EDWARD C DOLAN 555 THIRTEENTH STREET, NW WASHINGTON, DC 20004-1109	12/29/2011	11-13038 (PJW)	179	\$2,214.07	11-13036 (PJW)	177	Duplicative of the claim listed in "remaining claim" column
3	HOGAN LOVELLS US LLP ATTN: EDWARD C DOLAN 555 THIRTEENTH STREET, NW WASHINGTON, DC 20004-1109	12/29/2011	11-13039 (PJW)	180	\$2,214.07	11-13036 (PJW)	177	Duplicative of the claim listed in "remaining claim" column
4	HOGAN LOVELLS US LLP ATTN: EDWARD C DOLAN 555 THIRTEENTH STREET, NW WASHINGTON, DC 20004-1109	12/29/2011	11-13041 (PJW)	181	\$2,214.07	11-13036 (PJW)	177	Duplicative of the claim listed in "remaining claim" column
5	HOGAN LOVELLS US LLP ATTN: EDWARD C DOLAN 555 THIRTEENTH STREET, NW WASHINGTON, DC 20004-1109	12/29/2011	11-13042 (PJW)	182	\$2,214.07	11-13036 (PJW)	177	Duplicative of the claim listed in "remaining claim" column
6	HOGAN LOVELLS US LLP ATTN: EDWARD C DOLAN 555 THIRTEENTH STREET, NW WASHINGTON, DC 20004-1109	12/29/2011	11-13043 (PJW)	183	\$2,214.07	11-13036 (PJW)	177	Duplicative of the claim listed in "remaining claim" column
TOTAL								\$13,284.42

EXHIBIT B

No Liability Claims

GRACEWAY PHARMACEUTICALS, LLC

OMNIBUS OBJECTION 3: EXHIBIT B – NO LIABILITY CLAIMS

CASE NUMBER	NAME	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
1	BERMAN, BRIAN 1541 WEST 22ND STREET MIAMI BEACH, FL 33140	Graceway Pharmaceuticals, LLC	11/14/2011	22	\$5,972.36	Liability included in claim to be disallowed is also included in Evinced proof of claim 159. Liability is owed to Evinced Communications.
2	BHATIA, NEAL MD 400 N BROADWAY #801 MILWAUKEE, WI 53202	Graceway Pharmaceuticals, LLC	11/18/2011	45	\$11,072.00	Liability included in claim to be disallowed is also included in Evinced proof of claim 159. Liability is owed to Evinced Communications.
3	BRANCACCIO, RONALD MD 7901 4TH AVENUE BROOKLYN, NY 11209	Graceway Pharmaceuticals, LLC	11/14/2011	21	\$1,200.00	Liability included in claim to be disallowed is also included in Evinced proof of claim 159. Liability is owed to Evinced Communications.
5	CHOW, MD, MAY J 333 DIXIE HWY CHICAGO HEIGHTS, IL 60411-1748	Graceway Pharmaceuticals, LLC	11/17/2011	36	Undetermined	Claim form states claimant has no claim.
6	GASPARI, ANTHONY (TONY) MD 13027 BEAVER DAM ROAD COCKEYSVILLE, MD 21030	Graceway Pharmaceuticals, LLC	12/05/2011	77	\$361.39	Liability included in claim to be disallowed is also included in Evinced proof of claim 159. Liability is owed to Evinced Communications.
7	GASPARI, MD, ANTHONY 13027 BEAVER DAM ROAD COCKEYSVILLE, MD 21030	Graceway Pharmaceuticals, LLC	12/05/2011	78	\$636.75	Liability included in claim to be disallowed is also included in Evinced proof of claim 159. Liability is owed to Evinced Communications.
8	GLASHOFER, MARC MD 604 EAST PARK AVE LONG BEACH, NY 11561	Graceway Pharmaceuticals, LLC	01/03/2012	194 ^	\$1,000.00	Liability included in claim to be disallowed is also included in Evinced proof of claim 159. Liability is owed to Evinced Communications.

^ Claim 194 is also listed on Omnibus Objection 2: Exhibit B – Duplicate Claims

GRACEWAY PHARMACEUTICALS, LLC

OMNIBUS OBJECTION 3: EXHIBIT B – NO LIABILITY CLAIMS

CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
9	GLASHOFER, MARC MD 604 EAST PARK AVE LONG BEACH, NY 11561	11/28/2011	67	\$1,000.00	Liability included in claim to be disallowed is also included in Evince proof of claim 159. Liability is owed to Evince Communications.
10	GORELICK, N P, JOSEPH A 5339 PROSPECT RD #127 SAN JOSE, CA 95129	11/14/2011	24	\$2,988.50	Liability included in claim to be disallowed is also included in Evince proof of claim 159. Liability is owed to Evince Communications.
11	HIMMELSBACH NP, ALAN J 501 RANDOLPH DR LITITZ, PA 17543	12/22/2011	141	\$750.00	Liability included in claim to be disallowed is also included in Evince proof of claim 159. Liability is owed to Evince Communications.
12	IMBERG, RANDALL 611 A FISH ST. WAUNAKEE, WI 53597	01/05/2012	202	Undetermined	Claimant failed to state basis for claim and Debtor's books and records do not reflect any liability due to claimant.
13	MARCUS, LINDA 271 GODWIN AVENUE WYCKOFF, NJ 07481	11/21/2011	57	\$3,124.00	Liability included in claim to be disallowed is also included in Evince proof of claim 159. Liability is owed to Evince Communications.
14	MINNI, DR. JOHN P 124 SANTIAGO DR JUPITER, FL 33458	12/22/2011	142	\$1,500.00	Liability included in claim to be disallowed is also included in Evince proof of claim 159. Liability is owed to Evince Communications.
15	MOORE MD, ANGELA 711 E LAMAR BLVD STE 200 ARLINGTON, TX 76011	12/06/2011	82	\$12,188.58	Liability included in claim to be disallowed is also included in Evince proof of claim 159. Liability is owed to Evince Communications.
16	SADDLER'S PHOTOGRAPHY ATTN: PRESIDENT OR GENERAL COUNSEL 1724 EDMONT AVE. BRISTOL, TN 37620	11/14/2011	20	Undetermined	Claim form states claimant has no claim.

GRACEWAY PHARMACEUTICALS, LLC

OMNIBUS OBJECTION 3: EXHIBIT B – NO LIABILITY CLAIMS

NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
17 STRASSWIMMER, JOHN MD PHD 2605 WEST ATLANTIC AVENUE SUITE D-204 DELRAY BEACH, FL 33445	11-13036 (PJW)	Graceway Pharmaceuticals, LLC	11/17/2011	35	\$6,000.00	Liability included in claim to be disallowed is also included in Evinco proof of claim 159. Liability is owed to Evinco Communications.
TOTAL					\$47,793.58	

EXHIBIT C

Modified Amount Claims

GRACEWAY PHARMACEUTICALS, LLC

OMNIBUS OBJECTION 3: EXHIBIT C – MODIFIED AMOUNT CLAIMS

	NAME	CLAIM #	FILED DATE	DEBTOR	ASSERTED		MODIFIED		REASON FOR MODIFICATION
					PRIORITY STATUS	AMOUNT	PRIORITY STATUS	AMOUNT	
1	ADVANSTAR COMMUNICATIONS INC TODD ROURKE 131 W 1ST ST DULUTH, MN 55802-2065	6	10/26/2011	Graceway Pharmaceuticals, LLC	Unsecured	\$42,491.76	Unsecured	\$16,397.53	Modified amount reflects removal of \$26,094.23 that does not reconcile with the Debtors' books and records, nor is it supported in claim.
2	ERNEST GRUBB 205 FAIRACRES DR BRISTOL, TN 37620	38	11/17/2011	Graceway Pharmaceuticals, LLC	Unsecured	Undetermined	Unsecured	\$600.00	Liquidating claim to reflect support attached to claim as well as Debtors' books and records.
3	MIAMI-LUKEN INC ATTN: PRESIDENT OR GENERAL COUNSEL 265 S PIONEER BLVD SPRINGBORO, OH 45066	95	12/12/2011	Graceway Pharmaceuticals, LLC	Unsecured	Undetermined	Unsecured	\$10,942.43	Liquidating claim to reflect support attached to claim as well as Debtors' books and records.
					TOTAL	\$42,491.76	TOTAL	\$27,939.96	

* - Indicates claim contains unliquidated and/or undetermined amounts

EXHIBIT D

Modified Priority Claims

GRACEWAY PHARMACEUTICALS, LLC

OMNIBUS OBJECTION 3: EXHIBIT D – MODIFIED PRIORITY CLAIMS

	NAME	CLAIM #	FILED DATE	DEBTOR	ASSERTED			MODIFIED			REASON FOR MODIFICATION	
					PRIORITY STATUS	AMOUNT	PRIORITY STATUS	AMOUNT	PRIORITY STATUS	AMOUNT		
1	CAREY INTERNATIONAL 5300 SPECTRUM DR STE D FREDERICK, MD 21703	47	11/18/2011	Graceway Pharmaceuticals, LLC	503(b)(9)	\$628.71	Unsecured	503(b)(9)	\$628.71	Unsecured	\$628.71	Claim included services or other non-goods received by the Debtor more than 20 days before the Petition Date.
2	MERCER ISLAND DERMATOLOGY ALLISON HUGHES MD, PHD 2835 82ND AVE SE, SUITE 210 MERCER ISLAND, WA 98040	160	12/23/2011	Graceway Pharmaceuticals, LLC	Priority	\$1,000.00	Unsecured	Priority	\$1,000.00	Unsecured	\$1,000.00	Claim asserted priority under 11 U.S.C. § 507 (a)(4). Claimant is not an employee.
3	SH MEDIA, LLC ATTN: PRESIDENT OR GENERAL COUNSEL 11 ROSE MEADOW WAY AQUINNAH, MA 02535	37	11/17/2011	Graceway Pharmaceuticals, LLC	Priority	\$906.25	Unsecured	Priority	\$906.25	Unsecured	\$906.25	Claim asserted priority under 11 U.S.C. § 507 (a)(4). Claimant is not an employee.
4	THE ANGIOGENESIS FOUNDATION VINCENT LI ONE BROADWAY, 14TH FLR CAMBRIDGE, MA 02242	31	11/14/2011	Graceway Pharmaceuticals, LLC	503(b)(9)	\$514.21	Unsecured	503(b)(9)	\$514.21	Unsecured	\$514.21	Claim included services or other non-goods received by the Debtor more than 20 days before the Petition Date.
5	VINCENT W LI, LLC 57 FAIRVIEW ST HOLLISTON, MA 01746	32	11/14/2011	Graceway Pharmaceuticals, LLC	503(b)(9)	\$2,000.00	Unsecured	503(b)(9)	\$2,000.00	Unsecured	\$2,000.00	Claim included services or other non-goods received by the Debtor more than 20 days before the Petition Date.
					TOTAL	\$5,049.17	TOTAL	\$5,049.17	TOTAL	\$5,049.17	TOTAL	