

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
(Jointly Administered)

Hearing Date: TBD
Objection Deadline: August 7, 2012

**ORDER GRANTING UNITED STATES' MOTION FOR ALLOWANCE AND
PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM
PURSUANT TO 11 U.S.C. § 503(b)**

This matter having come before this Court on United States' Motion for Allowance and Payment of Administrative Expense Claim Pursuant to 11 U.S.C. § 503(b) (the "Motion"); the Court, having reviewed the Motion and having found that: (a) the Court has jurisdiction pursuant to 28 U.S.C. §§ 157 and 1334; (b) the matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and (c) venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court, having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; now, therefore, it is HEREBY:

ORDERED that the Motion is GRANTED in its entirety;

ORDERED that the Secretary² and CMS have an allowed administrative expense

¹The 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 (MFW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (MFW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (MFW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (MFW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (MFW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (MFW); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (MFW). 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.

²Unless otherwise defined, all capitalized terms have the meaning ascribed to them in the Motion.

pursuant to section 503(b) of the Bankruptcy Code for \$228,648.85.

ORDERED that the Liquidating Trustee shall pay such administrative expense pursuant to the terms of the Plan; and

ORDERED that this Court shall retain jurisdiction to interpret and enforce the terms of this Order and all matters arising out of this Order.

Dated: _____

The Honorable Peter J. Walsh
United States Bankruptcy Judge