

Exhibit A

**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)
Joint Administration

Docket Ref: 770

**ORDER GRANTING MICROSOFT’S MOTION FOR PAYMENT OF
ADMINISTRATIVE EXPENSE CLAIM PURSUANT TO 11 U.S.C. § 503**

This matter having come before the Court on Microsoft’s Motion for Payment of Administrative Expense Claim Pursuant to 11 U.S.C. § 503 (the “Motion”) of Microsoft Corporation, a Washington corporation, and its wholly-owned affiliate, Microsoft Licensing, GP (collectively “Microsoft”); 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; and it is further

ORDERED that for Debtors use of Software under its License with Microsoft, Microsoft is hereby allowed an administrative expense claim pursuant to 11 U.S.C. § 503(b)(1) in the

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 (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.

amount of \$38,507.52 as of December 2, 2011, subject to increase at the per diem rate of \$601.68 for each day after December 2, 2011 which Debtors continue to use any of the Software to operate or to administer their bankruptcy cases until paid in full; and it is further

ORDERED that nothing in this order shall be construed as authorizing Debtors to transfer or allow to be used any Software, as defined in the Motion, to or by any third party.

Dated: _____, 2012
Wilmington, Delaware

THE HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE