

**Exhibit A**

**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

Related Docket Nos. 767, 774, 780 & 786

**OMNIBUS ORDER APPROVING FINAL  
FEE APPLICATIONS OF DEBTORS' PROFESSIONALS**

Upon consideration of the final fee applications (collectively, the "Final Applications") of the professionals in the above-captioned chapter 11 cases (collectively, the "Professionals"), a list of which is attached hereto as Exhibit A, for allowance of compensation and reimbursement of expenses on a final basis; and it appearing to the Court that all of the requirements of sections 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 expenses incurred were reasonable and necessary; and that the notices of the Final Applications were appropriate; and after due deliberation and sufficient good cause appearing therefor; it is hereby

ORDERED, that the Final Applications are hereby APPROVED in the amounts set forth in Exhibit A; and it is further

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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.

ORDERED, that the Professionals are granted final allowance of compensation and reimbursement in the amounts set forth on Exhibit A; and it is further

ORDERED, that Graceway Pharmaceuticals, LLC is authorized and directed to remit payment to the Professionals in the amounts set forth in Exhibit A, less all amounts previously paid on account of such fees and expenses; and it is further

ORDERED, that this order shall be deemed a separate order for each Professional and the appeal of any order with respect to any Professional shall have no effect on the authorized fees and expenses of the other Professionals; and it is further

ORDERED, that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order

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

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Peter J. Walsh  
United States Bankruptcy Judge

## EXHIBIT A

<b>Name of Applicant</b>	<b>Docket No. of Final Fee Application and Date Filed</b>	<b>Aggregate Amount of Fees Approved on a Final Basis (\$)</b>	<b>Aggregate Amount of Expenses Approved on a Final Basis (\$)</b>
Latham & Watkins LLP	767; 6/5/12	3,347,528.75	57,561.01
Alvarez & Marsal North America, LLC	774; 6/7/12	1,492,524.00	55,532.37
PricewaterhouseCoopers LLP	780; 6/8/12	167,121.50	18.86