

**EXHIBIT A**

**Proposed Form of Omnibus Fee Order**

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

-----X  
In re: :  
Graceway Pharmaceuticals, LLC, *et al.*,<sup>1</sup> : Chapter 11  
 : Case No. 11-13036 (PJW)  
Debtors. : (Jointly Administered)  
 : Related to Docket Nos. 399, 764, 773 & 782  
 :  
-----X

**OMNIBUS ORDER APPROVING FINAL AND INTERIM FEE  
APPLICATIONS OF PROFESSIONALS**

Upon consideration of the interim and final applications (the "Applications") for compensation and reimbursement of expenses of the professionals listed on Exhibit "A" attached hereto (the "Professionals"); and adequate notice of the hearing to consider such Applications having been given; and any objections to the Applications having been resolved; and after due deliberation, and sufficient cause appearing therefore, it is hereby

ORDERED that all interim Applications for compensation and reimbursement of expenses for the Professionals are approved in the respective amounts set forth on Exhibit "A" attached hereto; and it is further

ORDERED that final approval of the Applications is granted and the Professionals are allowed compensation and reimbursement of expenses for the application periods in the amounts

<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.

set forth in Exhibit "A" attached hereto, and it is further

ORDERED that, in accordance with section 2.3 of the First Amended Joint Plan of Liquidation (the "Plan") approved by this Court on April 20, 2012 [D.I.672], each Professional shall remit all Overpayment Amounts<sup>2</sup>, if any, to the Liquidating Trustee to be deposited in the Designated Account; and it is further

ORDERED that, in accordance with section 2.3 of the Plan, the Liquidating Trustee shall pay any outstanding amounts owed to any Professional, but in no event shall any Professional receive more than the lesser of (i) amount provided in the Budget for such Professional from the Designated Account, and (ii) the amount finally allowed to each respective Professional hereby.

Dated: \_\_\_\_\_, 2012

---

The Honorable Peter J. Walsh  
United States Bankruptcy Judge

---

<sup>2</sup> Capitalized terms not defined in this Order shall have the meaning ascribed to it in the Plan.

**EXHIBIT A<sup>1</sup>**

<b>Professional</b>	<b>Professional's Role in Case</b>	<b>Professional's Retention Date</b>	<b>Aggregate Amount of Fees Approved on a Final Basis</b>	<b>Aggregate Amount of Expenses Approved on a Final Basis</b>
Stikeman Elliott LLP	Special Canadian Counsel for the Official Committee of Unsecured Creditors	11/06/11	\$41,789.53	\$207.71
Lowenstein Sandler PC	Counsel to the Official Committee of Unsecured Creditors	11/07/11	\$252,333.50	\$9,398.91
FTI Consulting, Inc:	Financial Advisor for the Official Committee of Unsecured Creditors	10/13/11	\$416,456.50	\$689.83
Elliott Greenleaf	Co-Counsel to the Official Committee of Unsecured Creditors	10/11/11	\$282,045.00	\$8,242.07

<sup>1</sup> Pursuant to the terms of the Settlement Agreement by and among the Debtors and Edwards Wildman Palmer LLP ("EWP") approved by this Court on April 10, 2012 [D.I. 687], EWP waived all outstanding postpetition fees and expenses and therefore any outstanding postpetition fees and expenses incurred by EWP have been resolved by the terms of that Settlement Agreement.