

Exhibit A
(Proposed Form of 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 No.: 674

**ORDER APPROVING STIPULATION BETWEEN THE LIQUIDATING
TRUSTEE AND THE TENNESSEE DEPARTMENT OF REVENUE**

Upon consideration of *Motion of the Liquidating Trustee Seeking Approval of the Stipulation* (the "Motion"); and it appearing that the Stipulation² is in the best interests of the Debtors' estates, their creditors and other parties in interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157; and adequate notice of the Motion and opportunity for objection having been given, with no objections or requests for hearing having been filed, or all objections having been overruled or resolved, as the case may be; and it appearing that no other notice need be given; and after due deliberation and sufficient cause therefore, it is hereby

ORDERED, ADJUDGED and DECREED that:

1. The Stipulation is APPROVED.

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 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.

² Capitalized terms used but not defined herein shall have the meaning set forth in the Stipulation.

2. Any objections or other responses to the Motion not settled or withdrawn are OVERRULED.

3. The Parties are authorized and directed to execute and deliver the Stipulation and take such actions as are contemplated by the Stipulation or otherwise reasonably necessary in order fully to implement its terms.

4. This Court shall retain jurisdiction over the Not Administered Claims and any disputes concerning the implementation of the Stipulation.

Dated: _____, 2012
Wilmington, DE

Peter J. Walsh
United States Bankruptcy Judge