

**Exhibit A**

**(Proposed Form of Order)**

**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 No. \_\_\_\_\_

**ORDER APPROVING STIPULATION BETWEEN THE  
LIQUIDATING TRUSTEE AND TRC VALLEY CREEK ASSOCIATES-C, LP**

Upon consideration of *TRC Valley Creek Associates-C, LP's Motion (I) for Relief From the Automatic Stay Pursuant to 11 U.S.C. § 362 to Allow Setoff of Security Deposit Held by Landlord Pursuant to a Lease of Non-Residential Real Property Against Rejection Damages Claim, (II) for Waiver of the Stay Imposed Pursuant to Bankruptcy Rule 4001(A)(3), and (III) for Related Relief [D.I. 697] (the "Setoff Motion") and the Stipulation Between the Liquidating Trustee and TRC Valley Creek Associates-C, LP (the "Stipulation") [D.I. XXXX];<sup>2</sup> and it appearing that the Stipulation 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 Setoff Motion and opportunity for objection having been given, with no objections or requests for hearing having been filed, or all objections having*

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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 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.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings set forth in the Stipulation.

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, attached hereto as Exhibit A, is APPROVED in its entirety.
2. The Liquidating Trustee and TRC are hereby authorized and directed to take all necessary actions to implement the Stipulation.
3. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the interpretation and/or implementation of this Order.

Dated: \_\_\_\_\_, 2013  
Wilmington, DE

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Peter J. Walsh  
United States Bankruptcy Judge

**EXHIBIT A**

**[PAGE INTENTIONALLY OMITTED]**