

EXHIBIT B

(Blackline)

**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 Numbers: 1048

ORDER CLARIFYING THE CONFIRMATION ORDER

Upon consideration of the Liquidating Trustee's motion (the "**Motion**") for an order clarifying ambiguities contained in the *Findings of Fact, Conclusions of Law and Order Confirming First Amended Joint Plan of Liquidation of Graceway Pharmaceuticals, LLC, et al.* [D.I. 722] (the "**Confirmation Order**"); it appearing that the relief requested in the Motion is in the best interest of the Debtors' estates, their creditors and Beneficiaries² and other parties in interest; the Court having jurisdiction to consider the Motion pursuant to 11 U.S.C. §§ 157 and 1334; and finding that adequate notice of the Motion and hearing to consider such Motion having been given; and no objections to the Motion having been filed; and after due deliberation and sufficient good cause appearing therefore, it is hereby:

1. ORDERED that the Motion is GRANTED, as provided herein.

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 All Capitalized terms used, but not otherwise defined, herein shall have the meanings assigned to such terms in the Motion.

2. The Liquidating Trustee is authorized to engage in the Transaction to result in Graceway Holdings having beneficial ownership in the shares of Graceway Canada, as more fully described in the Motion.

3. The Liquidating Trustee is authorized to sign the Undertaking in support of the CRA Request in order to apply to the Canadian Competent Authority for a determination that Graceway Holdings is entitled to the benefits of the *Canada- United States Tax Convention (1980)*, as amended, in respect of the distribution of the Canadian Reserve by Graceway Canada to Graceway Holdings.

4. The Liquidating Trustee is authorized to execute all resolutions and documents and do all other things necessary or beneficial to cause the implementation of the Transaction, the Distribution and the Subsequent Distribution and to recover the greatest Net Canadian Distribution.

5. The Liquidating Trustee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

6. The relief granted pursuant to this Order shall not be construed to impair or otherwise affect the lien on the equity of Graceway Canada Company held by the Second Lien Facility Lenders and the Second Lien Facility Agent in connection with the Second Lien Facility Claim.

7. ~~6.~~ The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. ~~7.~~ This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2014
Wilmington, Delaware

Honorable Peter J. Walsh
United States Bankruptcy Judge

Summary Report:	
Litéra® Change-Pro TDC 7.0.0.375 Document Comparison done on 9/16/2014 10:56:23 AM	
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<u>Move To</u>	0
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Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format Changes	0
Total Changes:	11