

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 (KJC)

(Jointly Administered)

Related Docket Numbers: [1125 and](#)

**FINAL DECREE AND ORDER CLOSING CERTAIN
ASSOCIATED CASES AND MODIFYING CASE CAPTION**

Upon consideration of the Liquidating Trustee's motion (the "**Motion**") for a final decree and order closing certain associated cases and modifying case caption; 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.
2. Under 11 U.S.C. § 350, the Chapter 11 Cases of Graceway Pharma Holding Corp.; Graceway Holdings, LLC; Chester Valley Pharmaceuticals, LLC; and Graceway International, Inc. are hereby closed effective as of the date of entry of this order.

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 (KJC); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (KJC); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (KJC); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (KJC); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (KJC); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (KJC); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (KJC). On October 4, 2011, Graceway Canada Company ("**Graceway Canada**") 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 meaning given in the Motion.

3. The Chapter 11 Cases of Graceway Pharmaceuticals, LLC and Graceway Canada Holdings, LLC shall remain open, pending further order of this Court.

4. The caption of the Debtors' Chapter 11 Cases is modified to read as follows:

In re:

GRACEWAY PHARMACEUTICALS, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 11-13036 (KJC)

(Jointly Administered)

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (KJC); and Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (KJC).

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 Liquidating Trustee shall complete all remaining quarterly reports and pay all quarterly fees due and owing in the Subsidiary Cases through the date of the closing of the cases, on or before the last 14th day ~~of the calendar month following the calendar quarter in which this Order is entered~~ after the date of entry of this order.

7. The Liquidating Trustee shall not be obligated to pay quarterly fees pursuant to 28 U.S.C. § 1930(a) with respect to the Subsidiary Cases for any ~~period~~ quarter after the ~~date of the entry of~~ quarter in which this Order is entered.

8. The requirement under Local Rule 3022-1(c) to file a final report with respect to the Subsidiary Cases is hereby waived, and the Liquidating Trustee shall file such report with a motion to close the Remaining Cases, which will remain open pending further order of this Court

9. This Order is without prejudice to the Liquidating Trustee's right to re-open the Subsidiary Cases.

10. This Order is without prejudice to the rights of the Debtors or the Liquidating Trust with respect to any and all adversary proceedings and contested matters (or any other actions or proceedings whether ongoing or not yet commenced) regarding claims or causes of action retained by the Debtors or the Liquidating Trust, which may still be commenced, prosecuted and determined according to the terms of the Plan and the Confirmation Order

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

12. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order, the Plan and the Confirmation Order.

Dated: _____, 2016
Wilmington, Delaware

Honorable Kevin J. Carey
United States Bankruptcy Judge

Summary report:	
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Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	13