

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 No. 490

**ORDER APPROVING FINAL FEE APPLICATION OF LAZARD FRERES & CO. LLC
AS INVESTMENT BANKER TO THE DEBTORS FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
SEPTEMBER 29, 2011 THROUGH NOVEMBER 30, 2011**

Upon consideration of the Final Fee Application Request (the “Request”) of Lazard Freres & Co. LLC (“Lazard”), Investment Banker for the above captioned ~~Committee~~Debtors for the period from September 29, 2011 through and including November 30, 2011; and upon consideration of the monthly fee applications subject to the Request (the “Fee Applications”); the Court having reviewed the Request and the Fee Applications; and finding that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334; and determining that proper and adequate notice has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED that:

1. The Request is GRANTED, as set forth 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 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.

2. Lazard is allowed compensation and reimbursement of expenses for the period and in the amounts set forth in its Request, ~~subject to the filing of a final fee application by Lazard.~~

3. ~~The Committee is~~ Debtors are authorized and directed to disburse to Lazard payment in the amount of the difference between (a) 100% of the total fees and expenses set forth in the Fee Application and (b) the actual payments received by Lazard for fees and expenses under the Fee Applications, as set forth in the Request.

4. ~~The Committee is~~ Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

5. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

6. This Order shall be effective immediately upon entry.

Dated: _____, 2012

THE HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE

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