

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

Docket Ref. No. _____

**ORDER SUSTAINING DEBTORS' THIRD OMNIBUS (SUBSTANTIVE) OBJECTION
TO CLAIMS PURSUANT TO § 502(b) OF THE BANKRUPTCY CODE,
BANKRUPTCY RULE 3007, AND LOCAL RULE 3007-1**

Upon the Debtors' Third Omnibus (Substantive) Objection to Claims Pursuant to § 502(b) of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Rule 3007-1 (the "**Objection**"),² and it appearing that proper and adequate notice has been given and that no other or further notice is required; and the Court having considered the Objection, the claims listed on Exhibits A through D attached hereto, and any responses thereto; and upon the record herein; and after due deliberation thereon; and sufficient cause appearing therefore; it is hereby ORDERED that:

1. The Objection is SUSTAINED.

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 Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Objection.

2. The Cross-Debtor Duplicate Claims listed under the column titled “Claims to be Disallowed” on Exhibit A are disallowed in their entirety, and the claims listed under the column titled “Remaining Claims” on Exhibit A shall remain on the official claims register.

3. The No Liability Claims listed on Exhibit B are disallowed.

4. The Modified Amount Claims listed on Exhibit C are hereby modified to the amounts reflected in the column titled “Modified Amount” on Exhibit C.

5. The Modified Priority Claims listed on Exhibit D are hereby modified to reflect the priority indicated in the column titled “Modified Priority Status” on Exhibit D.

6. Claim No. 107 filed by M. Shane Chapman shall be allowed as a general unsecured non-priority claim in the amount of \$4,000.

~~7.~~ 6.—The Debtors’ objection to each Disputed Claim addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate Order with respect to each Disputed Claim. Any stay of this Order pending appeal by any of the claimants subject to this Order shall apply only to the contested matter which involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters covered hereby.

~~8.~~ 7.—The Debtors shall retain and shall have the right to object in the future to any of the Proofs of Claims or scheduled claims listed on Exhibits A through D hereto on any additional grounds. Additionally, the Debtors shall retain and shall have the right to seek to amend, modify and/or supplement this Order as may be necessary.

~~9.~~ 8.—In addition, the Debtors’ rights are reserved to file future objections to claims asserted in Proofs of Claims that have been or may subsequently be filed in these cases, or claims that may be listed on the Debtors’ Schedules and Statements, on the same grounds as

those set forth in the Objection or any other appropriate grounds that bankruptcy and non-bankruptcy law permits.

10. ~~9.~~ The Debtors are authorized and empowered to take all steps necessary and appropriate to carry out and otherwise effectuate the terms conditions and provisions of this Order.

11. ~~10.~~ The Debtors' Voting and Claims Agent is authorized to cause the claims register to be amended to reflect the terms of this Order.

12. ~~11.~~ This Court retains jurisdiction over the Debtors and the claimants whose Disputed Claims are subject to the Objection with respect to any matters related to or arising from the Objection or the implementation of this Order.

Dated: _____, 2012

PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Cross-Debtor Duplicate Claims

EXHIBIT B

No Liability Claims

EXHIBIT C

Modified Amount Claims

EXHIBIT D

Modified Priority Claims