

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

Rel. Doc. No. 523 § 665

**ORDER RESOLVING (I) MOTION OF GSW ADVERTISING, LLC FOR
ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM
PURSUANT TO 11 U.S.C § 503(B), AND APPROVING (II) STIPULATION AMONG
THE DEBTORS AND INVENTIV HEALTH, INC. AND ITS AFFILIATED ENTITIES**

Upon consideration of the Motion of GSW Advertising, LLC For Allowance and Payment of Administrative Expense Claim Pursuant to 11 U.S.C. § 503(b) [Docket No. 523] (the "GSW Motion")²; and upon consideration of the Stipulation among the Debtors and GSW Advertising, LLC, Franklin Pharma Services, LLC, Ventiv Commercial Services, LLC and Chamberlain Communications, LLC resolving the Motion (the "Stipulation"); and it appearing that the relief requested 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 Motion is a core proceeding pursuant to 28 U.S.C. § 157; and adequate notice of the Motion and opportunity for objection having been

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 Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Stipulation.


given, with no objections or requests for hearing having been filed, or all objections having 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 Motion is granted as provided herein.
2. The Stipulation attached hereto as Exhibit 1 is approved.
3. No later than three (3) business day after the Settlement Effective Date (as defined below), the inVentiv Entities shall (i) pay \$6,000.00 directly to the First Lien Agent for the benefit of the First Lien Lenders (each as defined in the Final DIP Order); and (ii) pay \$2,000.00 directly to the Debtors' estates (which \$2,000.00 amount will constitute "Other Assets" under the Plan).
4. The inVentiv Entities shall (i) file a notice of withdrawal of the inVentiv Entities Proofs of Claim within five (5) business days following the Settlement Effective Date and without further order of this Court and (ii) not file any further proofs of claim in the Chapter 11 Cases. As soon as the inVentiv Entities file a notice of withdrawal of the inVentiv Entities Proofs of Claim, the Debtors' claims and noticing agent shall be authorized to mark each of the inVentiv Entities Proofs of Claim, including any claim relating to the GSW Motion, as withdrawn on the official claims register in the Chapter 11 Cases.
5. This Order and the Stipulation shall be binding upon the Debtors, the inVentiv Entities, any trustees appointed in these proceedings, any trustees appointed in any subsequent proceedings under the Bankruptcy Code relating to the Debtors, and all other parties-in-interest.
6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

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

Dated: April 10, 2012
Wilmington, Delaware


Peter J. Walsh
United States Bankruptcy Judge