

**Exhibit B**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

GRACEWAY PHARMACEUTICALS, LLC,  
*et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 11-13036 (PJW)

Jointly Administered

Related Docket Nos. 757

**ORDER APPROVING FINAL FEE APPLICATION  
OF YOUNG CONAWAY STARGATT & TAYLOR LLP**

Upon consideration of the final fee application ("Fee Application") of the professional in the above-captioned chapter 11 cases (the "Professional"), which is attached hereto as Exhibit A, for allowance of compensation and reimbursement of expenses; and it appearing to the Court that all of the requirements of sections 327, 328, 330, 331 and 503(b) of title 11 of the United States Code (the "Bankruptcy Code"), as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), have been satisfied; and it further appearing that the fees and expenses incurred were reasonable and necessary; and that notice of the Fee Application was appropriate; and after due deliberation and sufficient good cause appearing therefor; it is hereby

ORDERED, that the Fee Application is hereby APPROVED in the amounts set forth in Exhibit A; and it is further

---

<sup>1</sup> 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.

ORDERED, that the Professional is granted final allowance of compensation and reimbursement in the amounts set forth on Exhibit A; and it is further

ORDERED, that Graceway Pharmaceuticals, LLC is authorized and directed to remit payment to the Professional in the amounts set forth in Exhibit A, less all amounts previously paid on account of such fees and expenses; and it is further

ORDERED, that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order

Dated: \_\_\_\_\_, 2012  
Wilmington, Delaware

\_\_\_\_\_  
United States Bankruptcy Judge

## **EXHIBIT A**

<b>Name of Applicant</b>	<b>Docket No. of Final Fee Application and Date Filed</b>	<b>Aggregate Amount of Fees Approved on a Final Basis (\$)</b>	<b>Aggregate Amount of Expenses Approved on a Final Basis (\$)</b>
Young Conaway Stargatt & Taylor, LLP	757; 5/23/12	293,688.50	27,503.93