

**EXHIBIT B**

**Proposed Form of Order**

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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 In re: :  
 : Chapter 11  
 Graceway Pharmaceuticals, LLC, *et al.*,<sup>1</sup> : Case No. 11-13036 (PJW)  
 : (Jointly Administered)  
 Debtors. :  
 : Re: Docket No. \_\_\_\_  
 :  
 -----X

**ORDER GRANTING MOTION OF LIQUIDATING TRUSTEE FOR AN  
ORDER MODIFYING THE AUTOMATIC STAY WITH RESPECT TO  
THE NYCOMED LITIGATION**

This matter coming before the Court on the *Motion Of Liquidating Trustee For An Order Modifying The Automatic Stay With Respect To The Nycomed Litigation* (the “**Motion**”);<sup>2</sup> the Court having reviewed the Motion; the Court finding that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; the Court having determined that notice of the Motion was appropriate under the particular circumstances; the Court having determined that the legal and factual basis set forth in the Motion establish just cause for the relief granted herein; the Court having determined that the relief sought in the Motion is in the best

<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.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Motion.

interests of the First Lien Agent and Beneficiaries under the confirmed plan; and after due deliberation and sufficient cause appearing therefor,

**NOW, THEREFORE, IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED.
2. The automatic stay provided under Bankruptcy Code section 362(a) is hereby modified to permit the parties to the Nycomed Litigation to prosecute and defend the causes of action, claims and counter-claims contained therein.
3. This Order constitutes an order of the Bankruptcy Court as contemplated by the Stay Order with respect to lifting the stay of the Nycomed Litigation.
4. The Buyer is directed to take any appropriate action to vacate the Stipulated Order.
5. Nothing in this Order shall be construed as otherwise modifying or terminating any stay applicable to any act, action, or proceeding pursuant to section 362 of the Bankruptcy Code, or any order entered by this Court pursuant to section 105 of the Bankruptcy Code, including but not limited to, the Confirmation Order, except as specifically set forth herein.
6. Notwithstanding any Bankruptcy Rule to the contrary, including Bankruptcy Rule 4001(a)(3), this Order shall be immediately enforceable and effective upon its entry.
7. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation or interpretation of this Order.

Dated: \_\_\_\_\_, 2013  
Wilmington, Delaware

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THE HONORABLE PETER J. WALSH  
UNITED STATES BANKRUPTCY JUDGE