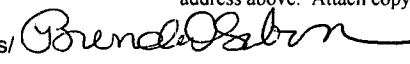



<b>UNITED STATES BANKRUPTCY COURT</b>		District of Delaware	<b>PROOF OF CLAIM</b>
Name of Debtor: <b>Graceway Pharmaceuticals, LLC</b>		Case Number: <b>11-13036-PJW</b>	
NOTE: <i>This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</i>			
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>Express Scripts, Inc.</b>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.  Court Claim Number: _____ <i>(If known)</i>  Filed on: _____	
Name and address where notices should be sent: <b>Express Scripts, Inc. Attention: Brenda D. Sabistina 6625 West 78th St., BL 0645, Bloomington, MN 55439</b>		<div style="border: 1px solid black; padding: 5px; display: inline-block;"> <b>RECEIVED</b>   <b>NOV 10 2011</b>   <b>BMC GROUP</b> </div>	
Telephone number: <b>(952) 837-5374</b>			
Name and address where payment should be sent (if different from above): <b>Husch Blackwell LLP Attn: Marshall Turner 190 Carondelet Plaza, Suite 600, St. Louis, MO 63105-3433 marshall.turner@huschblackwell.com</b>		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
Telephone number: <b>(314) 480-1500</b>		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim.  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).  <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. §507(a)(4).  <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507(a)(5).  <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507(a)(7).  <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507(a)(8).  <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507(a)(____).  Amount entitled to priority: \$ _____  *Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
1. Amount of Claim as of Date Case Filed:                   \$ <u>15,261.62</u>  If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.  If all or part of your claim is entitled to priority, complete item 5.  <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.			
2. Basis for Claim: <u>Medicare Agreement</u> <i>(See instruction #2 on reverse side.)</i>			
3. Last four digits of any number by which creditor identifies debtor: <u>3453</u>			
3a. Debtor may have scheduled account as: _____ <i>(See instruction #3a on reverse side.)</i>			
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.  Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:  Value of Property: \$ _____ Annual Interest Rate _____ %  Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____  Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____			
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.			
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. <i>(See instruction 7 and definition of "redacted" on reverse side.)</i>			
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.			
If the documents are not available, please explain:			
Date: <b>11/08/2011</b>		FOR COURT USE ONLY	
Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.		<b>Graceway Pharmaceuticals LLC</b>	
1st  <b>Brenda D. Sabistina</b> Director, Corporate Financial Services		 00013	

SENIOR CARE HOLDINGS

SCHA - ADMIN INVOICE

To: Graceway  
Contract Management Department  
222 Valley Creek Blvd  
Suite 300  
Exton , PA 19341

Invoice No: 157424  
Invoice Date: 09/01/2011  
Payment Due: 10/01/2011  
Start Date: 08/01/2011  
End Date: 08/31/2011  
Account Code: 13453

FILLED MONTH		CONTRACT TYPE	AMOUNT
AUGUST	2011	BASE	1,976.35
JULY	2011	BASE	0.00
JUNE	2011	BASE	0.00
MAY	2011	BASE	26.18-

TOTAL DUE \$ 1,950.17

SENIOR CARE HOLDINGS

SCHR - INVOICE

To: Graceway  
Contract Management Department  
222 Valley Creek Blvd  
Suite 300  
Exton , PA 19341

Invoice No: 157250  
Invoice Date: 09/01/2011  
Payment Due: 10/01/2011  
Start Date: 08/01/2011  
End Date: 08/31/2011  
Account Code: 13453

FILLED MONTH		CONTRACT TYPE	AMOUNT
AUGUST	2011	BASE	4,799.72
JULY	2011	BASE	0.00
JUNE	2011	BASE	0.00
MAY	2011	BASE	63.58-

TOTAL DUE \$ 4,736.14

SENIOR CARE HOLDINGS

SCHR - INVOICE

To: Graceway  
Contract Management Department  
222 Valley Creek Blvd  
Suite 300  
Exton , PA 19341

Invoice No: 157619  
Invoice Date: 10/01/2011  
Payment Due: 10/31/2011  
Start Date: 09/01/2011  
End Date: 09/30/2011  
Account Code: 13453

FILLED MONTH	CONTRACT TYPE	AMOUNT
SEPTEMBER 2011	BASE	6,010.60
AUGUST 2011	BASE	63.58

TOTAL DUE \$ 6,074.18

SENIOR CARE HOLDINGS

SCHA - ADMIN INVOICE

To: Graceway  
Contract Management Department  
222 Valley Creek Blvd  
Suite 300  
Exton , PA 19341

Invoice No: 157793  
Invoice Date: 10/01/2011  
Payment Due: 10/31/2011  
Start Date: 09/01/2011  
End Date: 09/30/2011  
Account Code: 13453

FILLED MONTH	CONTRACT TYPE	AMOUNT
SEPTEMBER 2011	BASE	2,474.95
AUGUST 2011	BASE	26.18

TOTAL DUE \$ 2,501.13

SENIOR CARE HOLDINGS

SCHR - INVOICE

To: Graceway  
Contract Management Department  
222 Valley Creek Blvd  
Suite 300  
Exton, PA 19341

Invoice No: 157959  
Invoice Date: 11/01/2011  
Payment Due: 12/01/2011  
Start Date: 10/01/2011  
End Date: 10/31/2011  
Account Code: 13453

FILLED MONTH		CONTRACT TYPE	AMOUNT
OCTOBER	2011	BASE	6,194.51
SEPTEMBER	2011	BASE	63.58
AUGUST	2011	BASE	63.58-

TOTAL DUE \$ 6,194.51

SENIOR CARE HOLDINGS

SCHA - ADMIN INVOICE

To: Graceway  
Contract Management Department  
222 Valley Creek Blvd  
Suite 300  
Exton , PA 19341

Invoice No: 158132  
Invoice Date: 11/01/2011  
Payment Due: 12/01/2011  
Start Date: 10/01/2011  
End Date: 10/31/2011  
Account Code: 13453

FILED MONTH		CONTRACT TYPE	AMOUNT
OCTOBER	2011	BASE	2,550.68
SEPTEMBER	2011	BASE	26.18
AUGUST	2011	BASE	26.18-

TOTAL DUE \$ 2,550.68

# HUSCH BLACKWELL

Gary L. Vincent  
Partner

190 Carondelet Plaza, Suite 600  
St. Louis, MO 63105  
Direct: 314.480.1727  
Fax: 314.480.1505  
gary.vincent@huschblackwell.com

November 9, 2011

## BY FEDERAL EXPRESS

BMC Group, Inc.  
Attn: Graceway Pharmaceuticals Claims Processing  
18750 Lake Drive East  
Chanhassen, MN 55317

RE: Bankruptcy of Graceway Pharmaceuticals, LLC  
Case No. 11-13036-PJW

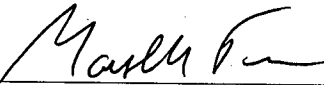
Dear Sir or Madam:

Enclosed please find an original and one copy of two Proofs of Claim regarding the above bankruptcy case. One claim is in the amount of \$276,621.06 and the other is \$15,261.62. Please file the originals and return file-stamped copies to me in the enclosed self-addressed stamped envelope.

Please contact me if you have any questions.

Very truly yours,

HUSCH BLACKWELL LLP

By:   
Marshall C. Turner

MCT/krk  
Enclosures