

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM

1. Name of Debtor (YOU MUST SELECT ONE AND MAY ONLY SELECT ONE DEBTOR):

- Graceway Pharmaceuticals, LLC (11-13036)
- Graceway Pharma Holding Corp. (11-13037)
- Graceway Holdings, LLC (11-13038)
- Chester Valley Holdings, LLC (11-13039)
- Chester Valley Pharmaceuticals, LLC (11-13041)
- Graceway Canada Holdings, Inc. (11-13042)
- Graceway International, Inc. (11-13043)

This form should not be used to assert a claim for an administrative expense arising after the commencement of the case, which should be filed pursuant to 11 U.S.C. § 503. Additionally, this form should not be used to assert a claim under 11 U.S.C. § 503(b)(9), which should be filed pursuant to the 503(b)(9) Administration Order, entered on October 17, 2011 (Docket No. 122).

2. Name of Creditor (the person or other entity to whom the Debtor owes money or property):

Name and address where notices should be sent:

28445960003255
 PRESCRIPTION SUPPLY, INC.
 ATTN: PRESIDENT OR GENERAL COUNSEL
 PRESCRIPTION SUPPLY NORTHWOOD
 2233 TRACY ROAD
 NORTHWOOD, OH 43619

Check this box to indicate that this claim amends a previously filed claim.

Court Claim Number: _____
 (If known)

Filed on: _____

Name and address where payment should be sent (if different from above):

RECEIVED
NOV 14 2011
BMC GROUP

Telephone number:

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.

Check this box if you are the Debtor or trustee in this case.

If an amount is identified above, you have a claim scheduled by one of the Debtors as shown. Please review the bar date notice to determine whether you must file a proof of claim to preserve your rights. The bar date notice is available online at www.bmcgroup.com/graceway or upon request at the address on the back of this form.

THIS SPACE IS FOR COURT USE ONLY

3. Amount of Claim as of Date Case Filed: \$ 1422.15

If all or part of your claim is secured, complete item 6 below; however, if all of your claim is unsecured, do not complete item 6. If all or part of your claim is entitled to priority, complete item 7.

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.

4. Basis for Claim: Returned Goods, Open Credits
 (See instruction #4 on reverse side.)

5. Last four digits of any number by which creditor identifies Debtor: 245
 5a. Debtor may have scheduled account as: _____
 (See instruction #5a on reverse side.)

6. Secured Claim (See instruction #8 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: Real Estate Motor Vehicle Equipment 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: \$ _____

8. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

9. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or 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. (See instruction 9 and definition of "redacted" on reverse side.)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain in an attachment.

7. 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.

- Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
- 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).
- Contributions to an employee benefit plan – 11 U.S.C. § 507(a)(5).
- 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).
- Taxes or penalties owed to governmental units – 11 U.S.C. § 507(a)(8).
- 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.*

10. 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.

Date: November 9, 2011 Signature: Thomas G. Schoen Printed Name: Thomas G. Schoen

FOR COURT USE ONLY

Graceway Pharmaceuticals LLC



00016

OPEN PAYABLES REPORT DETAIL

Company No. 00
As of 11/08/11

Trans Date	Batch No.	Co.	Invoice Date	Invoice Description	P/O No.	Receipt Date	Pay Code	Due Date	Bank	Check EFT	Gross	Discount	Pay Amount
Vendor No. 245 GRACEWAY													
9/01/10	24014	00	8/27/10	90068693	16967	9/01/10		9/04/10	OCB	C	706.39-		706.39-
9/28/10	24140	00	9/23/10	90070477	475009	9/27/10		9/29/10	OCB	C	677.16	13.54	663.62
8/16/11	25836	00	10/14/10	90071509	3RD2010	8/16/11		8/16/11	OCB	C	92.97-		92.97-
10/18/10	24231	00	10/14/10	90071510	3Q-2010	10/18/10		10/18/10	OCB	C	49.81-		49.81-
1/17/11	24654	00	1/07/11	90077282	17114	1/17/11		1/15/11	OCB	C	947.16-		947.16-
4/15/11	25120	00	4/14/11	90083550	17349	4/15/11		4/16/11	OCB	C	6,200.70-		6,200.70-
6/29/11	25550	00	6/24/11	90088115	491876	6/28/11		6/30/11	OCB	C	3,800.00	76.00	3,724.00
8/16/11	25836	00	7/15/11	90089427	071511	8/16/11		8/16/11	OCB	C	7,001.86-		7,001.86-
8/16/11	25836	00	8/11/11	90091251	C/RETURN	8/16/11		8/16/11	OCB	C	111.82-		111.82-
9/29/11	26085	00	9/27/11	90094124	LTC/RETURN	9/29/11		9/30/11	OCB	C	27.00-		27.00-
10/18/11	26208	00	10/13/11	90095086	497843	10/17/11		10/23/11	OCB	C	5,963.52	119.27	5,844.25
10/24/11	26236	00	10/18/11	90095354	498192	10/20/11		11/02/11	OCB	C	5,963.52	119.27	5,844.25
11/02/11	26287	00	10/26/11	DML7794	17794	11/02/11		11/02/11	OCB	C	2,360.56-		2,360.56-
Vendor Total											1,094.07-	328.08	1,422.15-
Company Total											1,094.07-	328.08	1,422.15-

PRESCRIPTION SUPPLY, INC.
2233 TRACY ROAD
NORTHWOOD, OH 43619