

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].

Your Claim is Scheduled As Follows:

Schedule/Claim ID: S2019008326
 CaseNbr/Name: 11-13036
 Graceway Pharmaceuticals, LLC
 AMOUNT/CLASSIFICATION:
 \$5,972.36 UNSECURED

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:
 28445959000688
 BERMAN, BRIAN
 1541 WEST 22ND STREET
 MIAMI BEACH, FL 33140

Check this box to indicate that this claim amends a previously filed claim.
 Court Claim Number: _____
 (If known)
 Filed on: _____

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.

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

RECEIVED
NOV 14 2011
BMC GROUP

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.

THIS SPACE IS FOR COURT USE ONLY

3. Amount of Claim as of Date Case Filed: \$ 5,972.36

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: Services Performed

(See instruction #4 on reverse side.)

5. Last four digits of any number by which creditor identifies Debtor: _____

5a. Debtor may have scheduled account as: _____
 (See instruction #5a on reverse side.)

6. Secured Claim (See instruction #6 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:

\$ 4,100.00

*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.

FOR COURT USE ONLY
 Graceway Pharmaceuticals LLC



00022

Date: 11/9/11 Signature: [Signature] Printed Name: BRIAN BERMAN

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the Debtor, there may be exceptions to these general rules. The attorneys for the Debtors and their court-appointed claims agent are not authorized and are not providing you with any legal advice.

PLEASE SEND YOUR ORIGINAL, COMPLETED CLAIM FORM AS FOLLOWS: **IF BY MAIL:** BMC GROUP, INC., ATTN: GRACEWAY PHARMACEUTICALS CLAIMS PROCESSING, P.O. BOX 3020, CHANHASSEN, MN 55317-3020. **IF BY HAND DELIVERY OR OVERNIGHT COURIER:** BMC GROUP, INC., ATTN: GRACEWAY PHARMACEUTICALS CLAIMS PROCESSING, 18750 LAKE DRIVE EAST CHANHASSEN, MN 55317. **ANY PROOF OF CLAIM SUBMITTED BY FACSIMILE OR E-MAIL WILL NOT BE ACCEPTED.**

THE GENERAL BAR DATE FOR CLAIMS IN THESE CHAPTER 11 CASES IS DECEMBER 30, 2011 4:00 P.M. (PREVAILING EASTERN TIME). THE GOVERNMENTAL BAR DATE FOR CLAIMS OF GOVERNMENTAL ENTITIES IN THESE CHAPTER 11 CASES IS MARCH 27, 2012 AT 4:00 P.M. (PREVAILING EASTERN TIME).

1. Court, Name of Debtor, and Case Number:

These Chapter 11 cases were commenced in the United States Bankruptcy Court for the District of Delaware. You must select the Debtor against which you are asserting your claim. **A SEPARATE PROOF OF CLAIM FORM MUST BE FILED AGAINST EACH DEBTOR.**

2. Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. Please provide us with a valid email address. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

3. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 6 and 7. Check the box if interest or other charges are included in the claim.

4. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

5. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the Debtor's account or other number used by the creditor to identify the Debtor.

5a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the Debtor.

6. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

7. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507(a):

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

8. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the Debtor credit for any payments received toward the debt.

9. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 4. Do not send original documents, as attachments may be destroyed after scanning.

10. Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A Debtor is the person, corporation, or other entity that has filed a bankruptcy case.

The Debtors in these Chapter 11 cases are:

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)

Certain of the Debtors were known by other names within the past six years; such former names are identified in the notice of commencement.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the Debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt owed by the Debtor that arose on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the Debtor on the date of the bankruptcy filing. The creditor must file the form with The Garden City Group, Inc. as described in the instructions above.

Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the Debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim can not exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a Debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the Debtor money (has a right to setoff).

Section 503(b)(9) Claim

A Section 503(b)(9) claim is a claim for the value of any goods received by the Debtor within 20 days before the date of commencement of a bankruptcy case in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business.

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, please provide a stamped self-addressed envelope and a copy of this proof of claim when you file the original claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the Debtor. These entities do not represent the bankruptcy court or the Debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy court.



Hilton

San Francisco Airport

600 Airport Blvd. • Burlingame, CA 94010
 Phone (650) 340-8500 • Fax (650) 343-1546
 Reservations
 www.hilton.com or 1 800 HILTONS

Name & Address

BERMAN, BRIAN
 1541 W 22ND ST
 MIAMI BEACH, FL 33140-4510
 US

Room 1511/K1E
 Arrival Date 7/11/2011 1:30:00AM
 Departure Date 7/12/2011
 Adult/Child 1/0
 Room Rate 244.00

RATE PLAN L-DJ

HH# 406274939 DIAMOND
 AL: AA #LFP6464
 BONUS AL: CAR:

CONFIRMATION NUMBER : 3433818502

7/12/2011 PAGE 1

DATE	DESCRIPTION	ID	REF. NO	CHARGES	CREDITS	BALANCE
7/11/2011	GUEST ROOM	JE1	761050	\$244.00		
7/11/2011	OCCUPANCY TAX	JE1	761050	\$29.28		
7/11/2011	BURLINGAME TOURISM FEE	JE1	761050	\$1.50		
	WILL BE SETTLED TO VS *7634					\$274.78
	EFFECTIVE BALANCE OF					\$0.00
EXPENSE REPORT SUMMARY						
	12:00:00AM STAY TOTAL					
ROOM & TAX	\$274.78	\$274.78				
DAILY TOTAL	\$274.78	\$274.78				
<p>You have earned approximately 3660 Hilton HHonors points and approximately 244 Miles with American Airlines for this stay. Visit HHonors.com to check your point balance from stays at any of the 3,700</p> <p>Thank you for choosing Hilton! Book your next stay at hilton.com and take advantage of our internet-only Advance Purchase Rates and limited-time special offers!</p>						

T
H
A
N
K
Y
O
U

Zip-Out Check-Out®

Good Morning! We hope you enjoyed your stay. With Zip-Out Check-Out® there is no need to stop at the Front Desk to check out.

- Please review this statement. It is a record of your charges as of late last evening.
- For any charges after your account was prepared, you may:
 - + pay at the time of purchase.
 - + charge purchases to your account, then stop by the Front Desk for an updated statement.
 - + or request an updated statement be mailed to you within two business days.

If the statement meets with your approval, simply press the Zip-Out Check-Out button on your guest room telephone. Your account will be automatically checked out and you may use this statement as your receipt. Feel free to leave your key(s) in the room. Please call the Front Desk if you wish to extend your stay or if you have any questions about your account.

DATE OF CHARGE	FOLIO NO./CHECK NO. 224924 A
AUTHORIZATION	INITIAL
PURCHASES & SERVICES	
TAXES	
TIPS & MISC.	
TOTAL AMOUNT	

PAYMENT DUE UPON RECEIPT

STAPLE HERE
 HERE
 PRINTED IN U.S.A. BY MAGNETIC TICKET AND LABEL CORP., DALLAS, TX

AMERICAN AIRLINES ** NOT VALID FOR TRAVEL **

PASSENGER TICKET AND BAGGAGE CHECK
 SUBJECT TO CONDITIONS OF CONTRACT

ISSUED 11 JUL 11 08:00 AM
 DATE OF ISSUE 11 JUL 11 08:00 AM
 ISSUING OFFICE CODE 151
 PLACE OF ISSUE

PASSENGER ITINERARY

NAME OF PASSENGER (NOT TRANSFERABLE) **BERMAN/BRIAN**

FARE BASIS **FF AA LFP6464** TOUR CODE **EXP EMD**

NO TO **11 JUL MONDAY** CARR **EAZHWY** FLIGHT **FF AA** TIME **LFP6464** STATUS **NOT VALID BEFORE - NOT VALID AFTER**

ENDORSEMENTS/RESTRICTIONS **LV MIAMI INTERNTNL 745P FLT1755 FIRST CL**
AR SAN FRANCISCO 1025P DINNER

ORIGINAL ISSUE 12 JUL TUESDAY
 FARE CALCULATION **LV SAN FRANCISCO 105P FLT1334 FIRST CL**
AR MIAMI INTERNTNL 950P SEAT 4F LUNCH

FARE EQUIV. FARE PAID FORM OF PAYMENT

TAX FEE CHARGE PCS CK WT UNCL WT SEQ NO. ALLOW PCS CK WT UNCL WT

TOTAL **00115946554271** NOT VALID FOR TRANSPORTATION

American Airlines

PLEASE NOTE -- YOU WILL BE REQUIRED TO PRESENT A PHOTO ID AT AIRPORT CHECKIN

AMERICAN AIRLINES

CARRIER FLIGHT CLASS DATE TIME

REVALIDATION AMERICAN AIRLINES

DATE BOARDING TIME SEAT SMOKE

ADDITIONAL SEAT INFORMATION

BAGGAGE @ NR

STAPLE HERE
 HERE
 PRINTED IN U.S.A. BY MAGNETIC TICKET AND LABEL CORP., DALLAS, TX

AMERICAN AIRLINES ** NOT VALID FOR TRAVEL **

PASSENGER TICKET AND BAGGAGE CHECK
 SUBJECT TO CONDITIONS OF CONTRACT

ISSUED 08 JUL 11 08:00 AM
 DATE OF ISSUE 08 JUL 11 08:00 AM
 ISSUING OFFICE CODE 151
 PLACE OF ISSUE

PASSENGER RECEIPT

NAME OF PASSENGER (NOT TRANSFERABLE) **BERMAN/BRIAN**

FARE BASIS **XTM UED** TOUR CODE **CENTRALIZED TBM**

NO TO **11 JUL MONDAY** CARR **EAZHWY** FLIGHT **FF AA** TIME **LFP6464** STATUS **NOT VALID BEFORE - NOT VALID AFTER**

ENDORSEMENTS/RESTRICTIONS **LV MIAMI INTERNTNL 745P FLT1755 FIRST CL**
AR SAN FRANCISCO 1025P DINNER

ORIGINAL ISSUE 12 JUL TUESDAY
 FARE CALCULATION **LV SAN FRANCISCO 105P FLT1334 FIRST CL**
AR MIAMI INTERNTNL 950P SEAT 4F LUNCH

FARE EQUIV. FARE PAID FORM OF PAYMENT

TAX FEE CHARGE PCS CK WT UNCL WT SEQ NO. ALLOW PCS CK WT UNCL WT

TOTAL **00115946554260** NOT VALID FOR TRANSPORTATION

2342361683 4 10F 1 US

American Airlines

PLEASE NOTE -- YOU WILL BE REQUIRED TO PRESENT A PHOTO ID AT AIRPORT CHECKIN

AMERICAN AIRLINES

CARRIER FLIGHT CLASS DATE TIME

REVALIDATION AMERICAN AIRLINES

DATE BOARDING TIME SEAT SMOKE

ADDITIONAL SEAT INFORMATION

BAGGAGE @ NR

MIAMI AIRPORT

Customer Service Number:
 305-876-7598

Table# DINE IN

Card Account : XXXXXXXXXXXX7634
 Card Type : VISA
 Authorization Code : 96226C

SANKAKU/WAKABA
 San Francisco International Airport
 Terminal 2
 (650) 821-0818

Cashier : 0 Seq # 0676
 License Plate : Q907WH
 Ent : 17:16 07/11/11 Lane 73
 Exit : 22:28 07/12/11 Lane 66
 Duration : 10(s) 5H(s) 12N(s)
 Rate Code : 84

==== Transaction Record =====
 Order# SANK2B025457 Emp:aye
 Time: 7/12/2011 12:16:11 PM

FEE \$ 30.00
 AMOUNT TEND \$ 30.00
 CASH \$ 0.00
 CREDIT CARD \$ 30.00
 CHECK \$ 0.00
 CHANGE CALC \$ 0.00

VISA **** * 7634
 Total \$6.98

Signature _____
 Sale: APPROVED