

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

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:

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:

28445959003784
SUNSET LOGISTICS, INC.
ATTN: PRESIDENT OR GENERAL COUNSEL
10250 LUBAO AVE
CHATSWORTH, CA 91311

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

Court Claim Number: _____
(If known)

Filed on: _____

Schedule/Claim ID: S2019008187

CaseNbr/Name: 11-13036

Graceway Pharmaceuticals, LLC

AMOUNT/CLASSIFICATION:

\$12,445.00 UNSECURED

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

RECEIVED

NOV 14 2011

Telephone number:

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.

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: \$ 12,445.00

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: 1016

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:

\$ _____

**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



00025

Date: 11/11/2011

Signature: [Handwritten Signature]

Printed Name: JEFFREY M. EVANS CEO

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.

SUNSET LOGISTICS INC.

10250 LUBAO AVENUE
 CHATSWORTH, CA 91311
 PHONE (800) 565-6939
 FAX (877) 250-5315

Invoice

Date	Invoice #
9/20/2011	57095

Bill To
GRACEWAY PHARMACEUTICALS 340 MARTIN LUTHER KING JR. BLVD. STE#400 BRISTOL, TN 37620 ATTN: APRIL RYDER

Ship To
GRACEWAY PHARMACEUTICALS 881 MOUNTAIN VIEW DRIVE PINEY FLATS, TN 37686

P.O. Number	Terms	Rep	Ship	Via	F.O.B.	Project
KG21833/450000...	Net 15		9/19/2011	RADIUS RAIL	3M PHARMACEUT	

Quantity	Item Code	Description	Price Each	Amount
	PALLET	2 PALLETS STC 192 BXS DRUGS OR MEDICINES, NOI, IN BOXES MAXAIR A/H 400 TRD. GW US 1574 LBS. B/L# 7N473056 P.O.# KG21833/4500009524 SHIPPER: 3M PHARMACEUTICALS 19901 NORDHOFF ST NORTHRIDGE, CA 91324	7,550.00	7,550.00
	DETENTION	***DRIVER DETENTION/DELAY TIME*** @ PICK UP. ARRIVED AT: 09:45 AM. DEPARTED AT: 03:30 PM.	175.00	175.00

THANK YOU FOR YOUR BUSINESS

Total \$7,725.00

3M PACKING LIST

P.O. NUMBER 4500009524

Mon Sep 19 13:13:24 CDT 2011



OFFICE USE

INVOICE # K021533

SHIP FROM LOC R0

WAVE #

WORK LIST ID #

EMPLOYEE #

PRINTING # 1

FORM # A1

SHIP TO:
GRACEWAY PHARMACEUTICALS
C/O LEITNER PHARMACEUTIC
881 MOUNTAIN VW DR
PINEY FLATS, TN 37686-4913

CHARGE TO:
GRACEWAY PHARMACEUTICALS
340 MLK BLVD
BRISTOL, TN 37620-4081

CUSTOMER ORDER DATE: 04/01/2011
SHIP DATE: 09/19/2011

ORIGINAL INVOICE #:

Handwritten: M 11 XXXX 211114

THIS PACKING LIST CONTAINS
Pieces: 192
Weight: 1,574.00

MARK SHIPPING LABEL:

Handwritten: 4500009524
SPCS Order #: *211114*
Picked By: *[Signature]*
Checked By: *[Signature]*
Pallet Quantity: *2*

LINE NBR	YOU ORDERED	SHIPPED	BACK ORDERED	BILL UNIT	UPC / 3M-ID
000001	72000	9216	62784	EA	31-0058-1522-5

PRODUCT

TOT LINE TOTAL WEIGHT 1574.00
TOTAL PIECES 192

PT# 110002
MAXAIR A/H 400 TRD. GW US
31-0058-1522-5
Lot/Serial #: 110391

Handwritten: 5 boxes

NOTES:
QUESTION? CALL YOUR 3M CUSTOMER SERVICE PROVIDER.
KATHY KAREL 375-3E-10
ST PAUL MN 55144-1000
PHONE (651) 736-6021 FAX (651) 737-5265
TO REQUEST A GENERAL CONFORMITY CERTIFICATE PURSUANT TO SECTION 102 OF THE CONSUMER PRODUCT SAFETY IMPROVEMENT ACT OF 2008 IF APPLICABLE. PLEASE CONTACT YOUR CUSTOMER SERVICE REPRESENTATIVE OR GO TO URL: WWW.3M.COM/CPSIA

Handwritten: 574.7 / 2515

Finished Good Shipped in Quarantine Request/Approval Form

(This Finished Good Shipped in Quarantine approval does not apply to Semi Finished Conditional Release)

Section I (Completed by Requester) NA if not applicable

Requester: J. J. [Signature] Date Requested: 19 SEP 2011 Expected Shipping Date: 19 SEP 2011

Finished Good Description: 3M 490 766 3M ID: 300591502 Lot number: 110316

Current MPM status: AS Requested MPM status: AS Quantity: 4316

Attach Customer Request, Approval or any supporting document (Y/N): N

Validation Lot (Y/N): Y Protocol #: _____ Marketing Product (Y/N): N

Reason for shipping product in quarantine (Be specific): Customer Requested Release for [Signature]

EOE Manager/Designate: [Signature] Date: 19 SEP 2011

(Communicate this request to QA and forward this form to QC lab)

Section II (Completed by QC): NA if not applicable

All testing is completed (Y/N): N

Any OOS/OOT if applicable (Y/N): N If yes, AI is completed and approved (Y/N): N/A

List tests not yet completed: Malvern particle size, ID by IR

QC Supervisor Designee: [Signature] Date: 19 Sep 2011

(Forward this form to the appropriate QE)

Section III (Completed by QE) NA if not applicable

Review MO and complete the following:

Review comments in MO, any concern (Y/N): No If yes, Document concern on the comment line

Any QIR initiated (Y/N): Y If yes, QIR is resolved and approved by QA (Y/N): Y

Any Planned Deviation initiated (Y/N): No If yes, Planned Deviation is approved by QA (Y/N): Y

Comments: _____

Quality Engineer: [Signature] Date: 19 Sep 2011

(Forward this form to the appropriate QSA)

Section IV (Completed by QSA): NA if not applicable

Reviewed the completed MO (Y/N): Y Meet MO requirement (Y/N): Y

Quantity Released to be shipped in quarantine: 9216

QSA: [Signature] Date: 19 SEP 2011 EE MAR 19 SEP 2011

(Forward this form to Plant QA/QA Manager)

Section V (Completed by Plant QA/QA Manager/Designee for product shipped in quarantine approval (Signature/Date):

QA Comments: _____

Plant QA Manager/QA Manager Designee: [Signature] Date: 19 Sep 2011

(Return this completed form to the QSA for filing with the batch records)

Shipping Department:

PUT A QUARANTIE LABEL ON EACH PALLET PRIOR TO SHIPPING PRODUCT OUT

STRAIGHT BILL OF LADING - SHORT FORM
ORIGINAL - NON NEGOTIABLE

THIS BILL OF LADING IS ISSUED SUBJECT TO THE CONDITIONS OF THE TARIFF AND/OR SPECIAL AGREEMENTS APPLICABLE TO THIS CARRIER AND TO THE CARRIER'S STANDARD CONDITIONS OF CARRIAGE. THIS BILL OF LADING IS NOT VALID UNLESS ACCOMPANIED BY THE ORIGINAL COPY OF THE TARIFF AND/OR SPECIAL AGREEMENTS APPLICABLE TO THIS CARRIER AND TO THE CARRIER'S STANDARD CONDITIONS OF CARRIAGE.

SHIPPER'S NO. 241730524
 FROM: JET 1001 NORTH BOND ST
 NORTH BOND ST
 913243203

CHARGES TO BE COLLECTED: CARRIER REF NUMBER: INSIDE DELI: N DEL APPT: DELIVERY APPOINTMENT DATE TIME: DEL SORT: EQUIPMENT: 3M
 CARRIER REFERENCE: 913243203

CONSIGNEE: GARDWAY PHARMACEUTICALS
 881 AFTN VW RD
 GOLDEN R PHARMACEUTICAL
 PINEY PLAINS
 IN 56861913
 DEST: COUNTRY: US
 MODE: C1 SOAC CARRIER NAME: XXXXX WIL CALIFSHIP
 SPECIAL INSTRUCTIONS: KQ21833 SHIP VIA UPS DELIVERY
 CAR OR VEHICLE INITIALS & NO: XXXX 1921

PACKAGES: 127 BOX
 KIND: HM
 DESCRIPTION OF MATERIALS, SPECIAL MARKS, AND EXCEPTIONS: DRUGS - X MEPTILINER, NOT IN FORMER MAINFOLD HERE BETWEEN 10-2001
 INVITICES: PLEASER P.O. NUMBER INCLUDED ON THIS BILL OF LADING: 913243203
 2 CARPDS AND/OR STRIPS-OF-PAPER ENVELOPS AND 1 XONON THERM
 ** ATTN: CARRIER: DO NOT COME IN WITH OTHER IN BILLS **

NO.	KIND	HM	DESCRIPTION OF MATERIALS, SPECIAL MARKS, AND EXCEPTIONS	MAIN A/C	SUB A/C	WEIGHT (LBS)	CLASS	FCC
127	BOX	HM	DRUGS - X MEPTILINER, NOT IN FORMER MAINFOLD HERE BETWEEN 10-2001 INVITICES: PLEASER P.O. NUMBER INCLUDED ON THIS BILL OF LADING: 913243203 2 CARPDS AND/OR STRIPS-OF-PAPER ENVELOPS AND 1 XONON THERM ** ATTN: CARRIER: DO NOT COME IN WITH OTHER IN BILLS **			1424.0		
24-HOUR EMERGENCY CONTACT: CALL CHEMTREC 1-800-424-9300 or +1-703-527-3887 3M CHEMTREC CONTRACT NUMBER: 14721				TOTAL PIECES		TOTAL WEIGHT		
THE FREE OF CHARGE OF CONDITIONS OF THE TARIFF AND/OR SPECIAL AGREEMENTS APPLICABLE TO THIS CARRIER AND TO THE CARRIER'S STANDARD CONDITIONS OF CARRIAGE. THIS BILL OF LADING IS NOT VALID UNLESS ACCOMPANIED BY THE ORIGINAL COPY OF THE TARIFF AND/OR SPECIAL AGREEMENTS APPLICABLE TO THIS CARRIER AND TO THE CARRIER'S STANDARD CONDITIONS OF CARRIAGE. THE CARRIER MAY REFUSE TO WARE DELIVERY OF THE CARGO WITHOUT PAYMENT OF FREIGHT AND ALL OTHER APPLICABLE CHARGES. IF PREPAID SEND FREIGHT BILL TO: PERMANENT POST OFFICE ADDRESS OF SHIPPER P O BOX 33400 ST PAUL, MINNESOTA 55133				TOTAL PIECES		TOTAL WEIGHT		

PER *Att Schwaner*

PER *Att Schwaner*

CARRIER'S RECEIPT AND SIGNATURE: *Chris M. Miller*
 DATE: 09/18

SUNSET LOGISTICS INC.

10250 LUBAO AVENUE
 CHATSWORTH, CA 91311
 PHONE (800) 565-6939
 FAX (877) 250-5315

Invoice

Date	Invoice #
9/13/2011	56981

Bill To
GRACEWAY PHARMACEUTICALS 340 MARTIN LUTHER KING JR. BLVD. STE#400 BRISTOL, TN 37620 ATTN: APRIL RYDER

Ship To
GRACEWAY PHARMACEUTICALS 881 MOUNTAIN VIEW DRIVE PINEY FLATS, TN 37686

P.O. Number	Terms	Rep	Ship	Via	F.O.B.	Project
4500009526	Net 15		9/12/2011	RADIUS RAIL	DPT LABORATOR	

Quantity	Item Code	Description	Price Each	Amount
	PALLET	23 PALLETS STC 1455 CS PHARMACEUTICALS METROGEL VAGINAL, 70 MG. 13111 LBS. B/L# 11100004 SHIPPER: DPT LABORATORIES, LTD 3300 RESEARCH PLAZA SAN ANTONIO, TX 78235	4,720.00	4,720.00

THANK YOU FOR YOUR BUSINESS

Total \$4,720.00

STRAIGHT BILL OF LADING - SHORT FORM - Original - Not Negotiable

BOL#: 111000004

RECEIVED, subject to the classifications and tariffs in effect on the date of issue of this Original Bill of Lading.

Date: 09/12/2011

ATLANTIC TRANSPORT, INC.

Carrier

Page: 1 of 1

the property described below, in apparent good order, except as noted (contents and condition of contents of packages unknown), marked, consigned, and destined as indicated below, which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to its usual place of delivery as said destination, if on its route, otherwise to deliver to another carrier on the route to said destination. It is mutually agreed, as to each carrier of all or any of said property over all or any portion of said route to destination, and as to each party at any time interested in all or any of said property, that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Domestic Straight Bill of Lading set forth (1) in the Uniform Freight Classification in effect on the date hereof, if this is a rail, or a rail-water shipment, or (2) in the applicable motor carrier classification or tariff if this is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of said bill of lading, including those on the attachment thereof, set forth in the classification or tariff which governs the transportation of this shipment, and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his assigns.

DPT LABORATORIES, LTD-DEA#RD025934E **PRO #:**
3300 RESEARCH PLAZA
BROOKS CITY-BASE
SAN ANTONIO, TEXAS 78235



GRACEWAY PHARMACEUTICALS INC.
881 MOUNTAIN VIEW RD
DIST. PLANT- LICENSE #262E
PINEY FLATS, TN 37686
HERSHEL BLESSING 423-943-6331

56981 4720/3000
2740

CUST. ORDER#: 4500009526 **OUR ORDER#:** 111000004

Special Instructions:
**** KEEP TEMPERATURE 59° - 86° F. *** MONITOR ACTIVATED BY:** *[Signature]*

GRACEWAY PHARMACEUTICALS, LLC SUITE 400 340 MARTIN LUTHER KING JR BLVD. BRISTOL, TN. 37620	Freight charges are: 3RD PARTY	Subject to Section 7 of conditions of applicable bill of lading, if this shipment is to be delivered to the consignee without recourse on the consignee, the consignee shall bear the liability of delivery. The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges. (Signature of Consignor)
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1455 CASE PHARMACEUTICALS 13111

METROGEL VAGINAL, 70 GM
LOT: DHET QTY: 17400 CS: 725 PL: 11
LOT: DHEU QTY: 17520 CS: 730 PL: 12

TRAILER INSPECTED BY: *[Signature]*
TRAILER LOADED BY:

1455 ON 23 STRETCHWRAPPED PALLETS 13111 LBS TOTALS

Trailer Number: 6789
Seal Number: 12740

* If the shipment moves between two ports by a carrier by water the law requires that the bill of lading shall state whether it is "carrier's or shipper's weight."
NOTE - Where the rate is dependent on value, shippers are required to state specifically in writing the agreed or declared value of the property.
The agreed or declared value of the property is hereby stated by the shipper to be not exceeding

PER _____
* The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon, and all other requirements of Uniform Freight Classifications.

* Shipper's imprint in lieu of stamp; not a part of bill of lading approved by the Interstate Commerce Commission.

SHIPPER'S CERTIFICATION This is to certify that the above-named materials are properly classified, described, packaged, marked and labeled, and are in proper condition for transportation according to the applicable regulations of the Department of Transportation.

SHIPPER: DPT LABORATORIES, LTD-DEA#RD0259348 Received by: GRACEWAY PHARMACEUTICALS INC.

PER: ELLSWORTH MCCANN *[Signature]*
Carrier/Driver: ATLANTIC TRANSPORT, INC.
Shipper Phone # / Fax # / E-mail
210-531-7190 210-531-7284
1
Receiving & Carrier Signatures Date
9-12-11

ACCOUNTING

SELLER: DPT LABORATORIES, LTD.
307 E. JOSEPHINE ST.
SAN ANTONIO, TEXAS 78215

DISTRIBUTION: DPT LABORATORIES, LTD.
3300 RESEARCH PLAZA
SAN ANTONIO, TEXAS 78239

AGENT'S NO.	SHIPPER'S NO.

SOLD TO

CREMA...
4110...
240...
JULIA...

809-09-11

SHIP TO

DELTA...
801...
DIST...
BINET...
USA

725 cs

on 11 pfts.

PO Number: 13-000000

* * * PROTECT FROM FREEZING * * * *

NAME OF CARRIER ATLANTIC TRANSPORT, INC.		ORDER DATE
SPECIAL INSTRUCTIONS (TEMP MONITOR) TRC# 6789		
The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon, and all other requirements of Uniform Freight Classification.	NOTE: Where no time is specified, all shipments are required to meet specified or writing the agreed or declared value in the proper...	
Subject to Section 7 of conditions of applicable bill of lading, if this shipment is to be delivered to the consignee without recourse and the consignor, the consignor shall sign the following statement:	The consignor declares that the contents of this shipment are specifically stated on the shipping papers and not exceeding...	
The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges.	If charges are to be prepaid, such charges shall be "To Be Prepaid"	
PER	FREIGHT	

PRODUCT CODE	QUANTITY	GLN	LOT	DESCRIPTION
13-000000	13-000000	13-000000	13-000000	METROCEL VAGINAL, 100g Post 10
13-000000	13-000000	13-000000	13-000000	METROCEL VAGINAL, 100g Post 10
13-000000	13-000000	13-000000	13-000000	METROCEL VAGINAL, 100g Post 10
13-000000	13-000000	13-000000	13-000000	METROCEL VAGINAL, 100g Post 10
13-000000	13-000000	13-000000	13-000000	METROCEL VAGINAL, 100g Post 10
13-000000	13-000000	13-000000	13-000000	METROCEL VAGINAL, 100g Post 10
13-000000	13-000000	13-000000	13-000000	METROCEL VAGINAL, 100g Post 10

OK RA 9/12/11

CS: 1455

PK: 23

9-12-11

WP: 13, 11, #

SHIPMENT COMPLETE or PARTIAL BALANCE TO FOLLOW. SHIPMENTS MAY BE MADE ONE LOCATION

ALL CLAIMS FOR SHORTAGES OR SHIPPING ERRORS MUST BE MADE WITHIN 30 DAYS OF INVOICE DATE. ALL ALLOWANCES OR ADJUSTMENTS ARE SUBJECT TO APPROVAL.

6512*

SELLER: DPT LABORATORIES, LTD.
 307 E. JOSEPHINE ST.
 SAN ANTONIO, TEXAS 78215

DISTRIBUTION: DPT LABORATORIES, LTD.
 3300 RESEARCH PLAZA
 SAN ANTONIO, TEXAS 78235

ACCOUNTING

ORD#PREG/ROB/936

AGENT'S NO.	SHIPPER'S NO.
1101	1101

SOLD TO GRACEWAY PHARMACEUTICALS, LLC
 ATTN: ACCOUNTS PAYABLE DEPT.
 340 MARTIN LUTHER KING JR BLVD
 SUITE #400
 BRISTOL, TN 37620

SHIP TO Delivery Address
 GRACEWAY PHARMACUTICALS, INC.
 881 MOUNTAIN VIEW RD
 BIST. PLANT-LICENSE #2626
 PINEY FLATS, TN 37686

PO# : 4500009526

730cs
 on 12 pkts.

* * * * PROTECT FROM FREEZING * * * *

NAME OF CARRIER		ORIG. DATE
SPECIAL INSTRUCTIONS		
The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon, and all other requirements of Uniform Freight Classification.		NOTE: Where the rate is dependent on value shippers are required to state specifically writing the amount or declared value of the property.
Subject to Section 7 of conditions of applicable bill of lading, if this shipment is to be delivered to the consignee without recourse and the consignor, the consignor shall sign the following statement: The carrier shall not make delivery of this shipment without payment of freight and all other lawful charges. PER		This agreement is the value of the property is hereby specifically stated by the shipper to be not exceeding: \$11 If charges are to be prepaid write the amount here: "To be Prepaid"
PREPAID		

PRODUCT CODE	QTY	UNIT	SLOT	LOT	DESCRIPTION
2133-20025	✓	1584	00184	00184	NETROGEL VAGINAL, 70g Pkg: 10
2133-20025	✓	1584	00184	00184	NETROGEL VAGINAL, 70g Pkg: 10
2133-20025	✓	1584	00184	00184	NETROGEL VAGINAL, 70g Pkg: 10
2133-20025	✓	1584	00184	00184	NETROGEL VAGINAL, 70g Pkg: 10
2133-20027	✓	1584	00184	00184	NETROGEL VAGINAL, 70g Pkg: 10

MCR RA 9/9/11

9-12-11

SHIPMENT	COMPLETE OR	PARTIAL	BALANCE TO FOLLOW. SHIPMENTS MAY BE MADE FROM MORE THAN ONE LOCATION	TOTAL WEIGHT
				6599#