

Proof of 503(b)(9) Claim Form

Graceway Pharmaceuticals, LLC, et al., Case No. 11-13036, Chapter 11 Jointly Administered

11 U.S.C. § 503(b)(9) provides that "[a]fter notice and a hearing, there shall be allowed administrative expenses . . . including . . . 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." Your receipt of this form does not mean you hold a claim that is entitled to Section 503(b)(9) treatment.

Claimants should submit a signed original Proof of 503(b)(9) Claim form asserting such 503(b)(9) Claim, together with accompanying documentation, by mail, hand delivery, or overnight courier, to the following address:

If by Mail:

BMC Group, Inc.
Attn: Graceway Claims Processing
PO Box 3020
Chanhausen, MN 55317-3020

If by Hand Delivery or Overnight Courier:

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

With copies to:

- (a) Latham & Watkins LLP, 233 South Wacker Drive, Suite 5800, Chicago, Illinois 60606 (Attn: Josef S. Athanas, Esq. and Matthew L. Warren, Esq.);
- (b) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, P.O. Box 391, Wilmington, Delaware 19899 (Attn: Kara Hammond Coyle, Esq.); and
- (c) Graceway Pharmaceuticals, LLC, c/o John A. A. Bellamy, Executive Vice President & General Counsel, 340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620.

Debtor against which claim is asserted: (Check Only One)

- | | |
|---|--|
| <input type="checkbox"/> Graceway Pharma Holding Corp. Case No. 11-13037 | <input type="checkbox"/> Chester Valley Pharmaceuticals, LLC Case No. 11-13041 |
| <input type="checkbox"/> Graceway Holdings, LLC Case No. 11-13038 | <input type="checkbox"/> Graceway Canada Holdings, Inc. Case No. 11-13042 |
| <input checked="" type="checkbox"/> Graceway Pharmaceuticals, LLC Case No. 11-13036 | <input type="checkbox"/> Graceway International, Inc. Case No. 11-13043 |
| <input type="checkbox"/> Chester Valley Holdings, LLC Case No. 11-13039 | |

NOTE: This form must be served upon BMC Group, Inc., at one of the above-referenced addresses on or prior to December 16, 2011. The form may be submitted in person or by courier service, hand delivery or mail. Facsimile, email or electronic submissions will not be accepted. Requests shall be deemed filed when actually received by BMC Group, Inc.

Name of Creditor:

(the person or other entity to whom the debtor owes money or property)

3M COMPANY

Name and Address Where Notices Should Be Sent:

Eric Komorowski, Financial Risk Analyst
3M Center, 224-5N-41
St. Paul, MN 55144
Telephone No.: 651-733-8325

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach a copy of statement giving particulars.

Check box if you have asserted a reclamation demand for any of the Goods referenced on this claim form. Attach statement identifying any such goods.

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: 8050

Check here if this claim: replaces amends a previously filed claim, dated: _____

1. TOTAL AMOUNT OF SECTION 503(b)(9) CLAIM: \$930,644.54.

2. DATE OF DELIVERY OF GOODS: 9/16/11, 9/19/11, 9/27/11, 9/28/11

Attach proof of delivery of such goods. Goods were picked up in all instances by the Debtor on invoice date; no PODs

3. BRIEF DESCRIPTION OF CLAIM AND GOODS: SEE ATTACHED

RECEIVED

NOV 14 2011

Attach particular invoices for which any of the amounts described in this form was applied.

BMC GROUP

4. **SUPPORTING DOCUMENTS:** Attach copies of supporting documents, such as invoices, receipts, bills of lading, promissory notes, purchase orders, itemized statements of running accounts, or contracts. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. Any attachments must be 8-1/2" by 11".

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

5. **DATE-STAMPED COPY:** To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

6. **ORDINARY COURSE CERTIFICATION:** By signing this claim form, you are certifying that the goods, for which payment is sought hereby, were sold to the debtor in the ordinary course of the debtor's business and were received by the debtor within twenty days prior to September 29, 2011 as required by 11 U.S.C. § 503(b)(9).

Graceway Pharmaceuticals LLC



00027

Print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any)

11/9/11

ALAN E. BROWN

SPECIAL COUNSEL TO 3M

Date

Name

Title

Signature

3M Invoice

PAGE 1 OF 1

DIRECT INQUIRIES TO:
CUSTOMER SERVICE DEPT.
375-3E-10
ST PAUL MN
55144-1000

PURCHASE ORDER 4500009524
** ELECTRONIC EIPP INVOICE **
INVOICE NO. KG21833
TYPE ORIGINAL
DATE 09/19/2011
ORDER DATE 04/01/2011
SHIP DATE 09/19/2011
TERMS OF SALE
NET 30 DAYS
TERMS DATE 09/19/2011
SALES REP V4H20-6

KATHY KAREL
PHONE NO. 651-736-6021
FAX NO. 651-737-5265

PARTIAL ORDER. YES

ACCOUNT NO.
CHARGE TO: GC18050
SHIP TO: GC17854

KG21833

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

GRACEWAY PHARMACEUTICALS
INC ATTN ACCOUNT PAYABLE
340 MLK BLVD
BRISTOL TN 37620-4081

QUANTITY	UNIT	DESCRIPTION	UNIT PRICE	TOTAL AMOUNT
V 9216	EACH	PART NUMBER 110002 MAXAIR A/H 400 TRD, GW US LOT NUMBER(S) 110391	P 14.83	136,673.28
*** SHPD 09/19 FROM-PHARM; NRTHRID VIA-XXXX				
*** B/L-7N 473056				
*** 1,574-LBS 192-PCS				
TOTAL MUST BE RECEIVED BY: 10/19/2011				INVOICE TOTAL 136,673.28

Please see reverse side for terms and conditions of sale and address change form.

10138899 715 21 720/00 / 09/19/11 CrBr:CM OrdWr:KG InvBr:RQ AdmCd:KG
54 6098

DETACH AND RETURN WITH PAYMENT
REMIT PAYMENT TO
3M
2807 PAYSHERE CIR
CHICAGO IL 60674-0000

INVOICE NO. KG21833
INVOICE DATE 09/19/2011
TERMS DATE 09/19/2011

TOTAL MUST BE RECEIVED BY: 10/19/2011
INVOICE TOTAL 136,673.28

AMOUNT ENCLOSED
KG21833

3M Invoice

PAGE 1 OF 1

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a|PURCHASE ORDER..4500008853|INVOICE NO.....KG21505|
a|** ELECTRONIC EIPP INVOICE **|TYPE.....ORIGINAL|
|DATE.....09/27/2011|
|ORDER DATE          02/02/2011|TERMS OF SALE      |
|SHIP DATE.....09/27/2011|NET 30 DAYS       |
|                      |TERMS DATE.....09/27/2011|
|                      |SALES REP.....V4H20-6|
a|
  
```

DIRECT INQUIRIES TO:
 CUSTOMER SERVICE DEPT.
 375-3E-10
 ST PAUL MN 55144-1000

KATHY KAREL
 PHONE NO...651-736-6021
 FAX NO....651-737-5265

PARTIAL ORDER..... NO

ACCOUNT NO.
 CHARGE TO: GC18050
 SHIP TO: QES2476

KG21505

ALVOGEN INC
 % DDN PHARMA LOGISTICS
 4850 S MENDENHALL
 MEMPHIS TN 38141-8211

GRACEWAY PHARMACEUTICALS
 INC ATTN ACCOUNT PAYABLE
 340 MLK BLVD
 BRISTOL TN 37620-4081

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a|QUANTITY UNIT DESCRIPTION UNIT PRICE TOTAL AMOUNT|
a|
|NDC 4778129603|
|PO NUMBER AOLVOGEN #4500032345|
|PART NUMBER 110040|
V 18720 EACH NITROGLYCERIN 0.1 GW US 30'S P 7.50 140,400.00
|LOT NUMBER(S)|
|110353 / EXP: JUL 14|
|*** SHPD 09/27 FROM-PHARM; NRTHRID VIA-XXXX|
|*** B/L-7N 473141|
|*** 2,234-LBS 390-PCS|
|
|TOTAL MUST BE RECEIVED BY: 10/27/2011|INVOICE TOTAL 140,400.00|
a|
  
```

Please see reverse side for terms and conditions of sale and address change form.

10116879 713 21 210/00 / 09/27/11 CrBr:CM OrdWr:KG InvBr:RQ AdmCd:KG
 54 6098

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a|DETACH AND RETURN WITH PAYMENT|
a|
|REMIT PAYMENT TO|INVOICE NO.....KG21505|
|3M|INVOICE DATE....09/27/2011|
|2807 PAYSHERE CIR|TERMS DATE.....09/27/2011|
|CHICAGO IL 60674-0000|
a|
  
```

TOTAL MUST BE RECEIVED BY: 10/27/2011
 INVOICE TOTAL 140,400.00

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a|AMOUNT ENCLOSED|
a|
|KG21505|
  
```

3M Invoice

PAGE 1 OF 1

DIRECT INQUIRIES TO:
CUSTOMER SERVICE DEPT.
375-3E-10
ST PAUL MN

55144-1000

```

a
i PURCHASE ORDER..450009565
a
** ELECTRONIC EIPP INVOICE **
ORDER DATE          04/01/2011
SHIP DATE           09/27/2011
INVOICE NO         KG21748
TYPE               ORIGINAL
DATE              09/27/2011
TERMS OF SALE
NET 30 DAYS
TERMS DATE        09/27/2011
SALES REP         V4H20-6
a
    
```

KATHY KAREL
PHONE NO...651-736-6021
FAX NO....651-737-5265

PARTIAL ORDER..... NO

ACCOUNT NO.
CHARGE TO: GC18050
SHIP TO: QES2476

KG21748

ALVOGEN INC
% DDN PHARMA LOGISTICS
4850 S MENDENHALL
MEMPHIS TN 38141-8211

GRACEWAY PHARMACEUTICALS
INC ATTN ACCOUNT PAYABLE
340 MLK BLVD
BRISTOL TN 37620-4081

```

a
i QUANTITY UNIT DESCRIPTION UNIT PRICE TOTAL AMOUNT
a
NDC #4778129703
PO NUMBER ALVOGEN # 4500033039
PART NUMBER 110041
V 46368 EACH NITROGLYCERIN 0.2 GW US 30'S P 3.90 180,835.20
LOT NUMBER(S)
110377 / JUL 14
*** SHPD 09/27 FROM-PHARM; NRTHRID VIA-XXXX
*** B/L-7N 473141
*** 6,002-LBS 966-PCS
    
```

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a
i TOTAL MUST BE RECEIVED BY: 10/27/2011 INVOICE TOTAL 180,835.20
a
    
```

Please see reverse side for terms and conditions of sale and address change form.

10116887 713 21 490/00 / 09/27/11 CrBr:CM OrdWr:KG InvBr:RQ AdmCd:KG
54 6098 6683

```

a
i DETACH AND RETURN WITH PAYMENT
a
GC18050 GRACEWAY PHARMACEUTICALS
INC ATTN ACCOUNT PAYABLE
340 MLK BLVD
BRISTOL TN 37620-4081
REMIT PAYMENT TO
3M
2807 PAYSHERE CIR
CHICAGO IL 60674-0000
INVOICE NO         KG21748
INVOICE DATE      09/27/2011
TERMS DATE        09/27/2011
    
```

TOTAL MUST BE RECEIVED BY: 10/27/2011
INVOICE TOTAL 180,835.20

```

a
i AMOUNT ENCLOSED
a
KG21748
    
```

3M Invoice

PAGE 1 OF 1

DIRECT INQUIRIES TO:
CUSTOMER SERVICE DEPT.
375-3E-10
ST PAUL MN

55144-1000

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a|PURCHASE ORDER..4500010096|INVOICE NO..... KG21749 |
a|** ELECTRONIC EIPP INVOICE **|TYPE..... ORIGINAL |
|DATE..... 09/27/2011 |
|ORDER DATE          04/01/2011|TERMS OF SALE          |
|SHIP DATE.....09/27/2011|NET 30 DAYS           |
|TERMS DATE.....09/27/2011|SALES REP..... V4H20-6 |
a|
  
```

KATHY KAREL
PHONE NO...651-736-6021
FAX NO....651-737-5265

PARTIAL ORDER..... NO

ACCOUNT NO.
CHARGE TO: GC18050
SHIP TO: QES2476

KG21749

ALVOGEN INC
% DDN PHARMA LOGISTICS
4850 S MENDENHALL
MEMPHIS TN 38141-8211

GRACEWAY PHARMACEUTICALS
INC ATTN ACCOUNT PAYABLE
340 MLK BLVD
BRISTOL TN 37620-4081

QUANTITY	UNIT	DESCRIPTION	UNIT PRICE	TOTAL AMOUNT
V 28368	EACH	NITROGLYCERIN 0.4 GW US 30'S	P 5.70	161,697.60
NDC # 4778129803 PO NUMBER ALVOGEN # 4500033040 PART NUMBER 110042 LOT NUMBER(S) 110378 / EXP: AUG 14 SHPD 09/27 FROM-PHARM; NRTHRID VIA-XXXX B/L-7N 473141 4,517-LBS 591-PCS				
TOTAL MUST BE RECEIVED BY: 10/27/2011				INVOICE TOTAL 161,697.60

Please see reverse side for terms and conditions of sale and address change form.

10116895 713 21 270/00 / 09/27/11 CrBr:CM OrdWr:KG InvBr:RQ AdmCd:KG
54 6098 6683

```

a|DETACH AND RETURN WITH PAYMENT|
a|
GC18050|REMIT PAYMENT TO|INVOICE NO..... KG21749 |
GRACEWAY PHARMACEUTICALS|3M|INVOICE DATE.... 09/27/2011 |
INC ATTN ACCOUNT PAYABLE|2807 PAYSHERE CIR|TERMS DATE..... 09/27/2011 |
340 MLK BLVD|CHICAGO IL 60674-0000|
BRISTOL TN 37620-4081|
a|
  
```

TOTAL MUST BE RECEIVED BY: 10/27/2011
INVOICE TOTAL 161,697.60

```

a|AMOUNT ENCLOSED|
a|
KG21749
  
```

3M Invoice

PAGE 1 OF 1

DIRECT INQUIRIES TO:
CUSTOMER SERVICE DEPT.
375-3E-10
ST PAUL MN

55144-1000

KATHY KAREL
PHONE NO...651-736-6021
FAX NO...651-737-5265

ORDER DATE 09/15/2011
SHIP DATE.....09/15/2011

PARTIAL ORDER..... NO

INVOICE NO..... NT17387
TYPE..... ORIGINAL
DATE..... 09/28/2011
TERMS OF SALE
NET 30 DAYS
TERMS DATE..... 09/28/2011
SALES REP..... V0001-7

ACCOUNT NO.
CHARGE TO: GCI8050

NT17387

GRACEWAY PHARMACEUTICALS
INC ATTN ACCOUNT PAYABLE
340 MLK BLVD
BRISTOL TN 37620-4081

QUANTITY	UNIT	DESCRIPTION	UNIT PRICE	TOTAL AMOUNT
1	EACH	Misc Charges PURSUANT TO SECTION 5.5 OF THE SUPPLY AGREEMENT 3M IS REQUESTING PAYMENT FOR AN AMOUNT EQUAL TO 60% OF THE DIFFERENCE BETWEEN THE MINIMUM ANNUAL PURCHASE FOR PRODUCT (\$20,000,000) AND THE AMOUNT OF PRODUCT ACTUALLY ORDERED FOR DELIVERY (\$12,837,103)	4297738.00	4297,738.00

*** SHPD 09/15 FROM-MISC ;MAPLEWOO VIA-UPSN
*** B/L-
*** -LBS -PCS

Cntrl: 5 Acct: 009750 Proj: 0014130000 Amt: 4297,738.00

TOTAL MUST BE RECEIVED BY: 10/28/2011 INVOICE TOTAL 4,297,738.00

Please see reverse side for terms and conditions of sale and address change form.

10093722 718 21 1 / / 09/28/11 CrBr:CM OrdWr:SP InvBr:ZZL AdmCd:NT
54 65

DETACH AND RETURN WITH PAYMENT

REMIT PAYMENT TO	INVOICE NO..... NT17387
3M	INVOICE DATE..... 09/28/2011
2807 PAYSHERE CIR	TERMS DATE..... 09/28/2011
CHICAGO IL 60674-0000	

TOTAL MUST BE RECEIVED BY: 10/28/2011
INVOICE TOTAL 4,297,738.00

AMOUNT ENCLOSED
NT17387

3M Tax Invoice

3M Innovation Singapore Pte Ltd
 1 Yishun Avenue 7, Singapore 768923
 Tel : 64508888 Fax : 65522113
 www.3m.com.sg
 CRN:200802267C
 VAT # : GB 975055791

CUSTOMER PURCHASE ORDER NUMBER: 4500009736	ORDER DATE: 3/05/11	PAYMENT TERMS: 45	BI/ORDER CODE: 0	ORDER TYPE: O	RESP. CSR: KAITLYN	CSR CONTACT #: 65-6450-7254	SALESPERSON: Generic Salesman	WAREHOUSE: DC	PAGE: Page 1 of 1	QUOTE THIS NUMBER WHEN CORRESPONDING INVOICE # TZ 10002283	
CHARGE TO: GRACEWAY PHARMACEUTICALS LLC ATTN ACCOUNTS PAYABLE 340 MARTIN LUTHER KING JR. BLVD BRISTOL, TN, 37620.					SHIP TO: GRACEWAY PHARMACEUTICALS C/O LEITNER PHARMACEUTICALS 881 MT VIEW ROAD PINEY FLATS TN 37686 U.S.A.		COFS #: 415706		DATE : 16/09/11 TIME : 22:30:21 CURRENCY : GBP		
CUSTOMER NOTES : UNITED STATES OF A (US) ACCOUNT NO : 83621					ORDER NOTES :						

LINE NO	CPO LINE	ITEM NUMBER	DESCRIPTION / CUSTOMER X-REFERENCE / LINE NOTES	WHSE	UOM	ORDER QTY	SHIP QTY	UNIT PRICE	NET AMOUNT
001	1	GH620412789	ZYCLARA SAMPLE 3.75% CREAM USA GRACEWAY Harmonized Code: 30049000 VAT % .0000	DC	EA	40272	40272	.9900	39869.28
			200012 ZYCLARA CREAM 3.75% SAMPLE	MFO30B	**** Lot Details ****			40272	
VAT exempted export - art 146 Council Directive 2006/112/EC Payment Terms : 45 days from invoice date (Exchange Rate GBP 1 to SGD @ 1.9693) Order Total S\$ 78517.76 VAT @ 0% S\$.00 Order Total with VAT S\$ 78517.76 GBP 39869.28									
THIS IS A COMPUTER GENERATED TAX INVOICE. NO SIGNATURE IS REQUIRED. RECEIPT WILL NOT BE SENT UPON PAYMENT UNLESS REQUESTED. PLEASE PAY THIS AMOUNT OR IGNORE IF PAYMENT HAS BEEN MADE GBP 39869.28									

TERMS AND CONDITIONS OF SALE:
 The following is made in lieu of all warranties, express or implied.
 Seller shall not be liable for any injury, loss or damage, direct or consequential, arising out of the use of, or the inability to use, the product. Before using, user shall determine the suitability of the product for his intended use, and user assumes all risk and liability whatsoever in connection herewith. The foregoing may not be changed except by an agreement signed by an officer of seller. Unless otherwise agreed by written agreement, the sale of all goods and services shall be subject to 3M's Conditions of Sale for Goods and Services, copy available on request.

ACCOUNTS COPY

3M Tax Invoice

3M Innovation Singapore Pte Ltd
 1 Yishun Avenue 7, Singapore 768923
 Tel : 64508888 Fax : 65522113
 www.3M.com.sg
 CRN:200802267C
 VAT # : GB 975055791

CUSTOMER PURCHASE ORDER NUMBER 4500009804		ORDER DATE 12/05/11	PAYMENT TERMS 45	B/ORDER CODE 0	ORDER TYPE O	RESP. CSR KAITLYN	CSR CONTACT # 65-6450-7254	SALESPERSON Generic Salesman	WAREHOUSE DC	PAGE Page 1 of 1	QUOTE THIS NUMBER WHEN CORRESPONDING INVOICE # TZ 10002352
CHARGE TO: GRACEWAY PHARMACEUTICALS LLC ATTN ACCOUNTS PAYABLE 340 MARTIN LUTHER KING JR. BLVD BRISTOL, TN, 37620.						SHIP TO: GRACEWAY PHARMACEUTICALS C/O LEITNER PHARMACEUTICALS 881 MT VIEW ROAD PINEY FLATS TN 37686 U.S.A.			DATE : 27/09/11 TIME : 18:06:46 CURRENCY : GBP		
CUSTOMER NOTES: UNITED STATES OF A (US) ACCOUNT NO : 83621						ORDER NOTES:					
LINE NO	CPO LINE	ITEM NUMBER	DESCRIPTION / CUSTOMER X-REFERENCE / LINE NOTES	WHSE	UOM	ORDER QTY	SHIP QTY	UNIT PRICE	NET AMOUNT		
001	1	GH620400206	ALDARA CREAM 12'S SALE USA Harmonized Code: 30049099 VAT % .0000	DC	EA	27576	27576	3.2600	89897.76		
				**** Lot Details ****							
				MH064A				27576			
				110000							
VAT exempted export - art 146 Council Directive 2006/112/EC Payment Terms : 45 days from invoice date				S\$		Order Total		177042.85	89897.76		
				S\$		VAT @ 0%		.00	.00		
				S\$		Order Total with VAT		177042.85	89897.76		
THIS IS A COMPUTER GENERATED TAX INVOICE. NO SIGNATURE IS REQUIRED. RECEIPT WILL NOT BE SENT UPON PAYMENT UNLESS REQUESTED PLEASE PAY THIS AMOUNT OR IGNORE IF PAYMENT HAS BEEN MADE											
TERMS AND CONDITIONS OF SALE: The following is made in lieu of all warranties, express or implied. Seller shall not be liable for any injury, loss or damage, direct or consequential, arising out of the use of, or the inability to use, the product. Before using, user shall determine the suitability of the product for his intended use, and user assumes all risk and liability whatsoever in connection therewith. The foregoing may vary without notice. This invoice is subject to 3M's Conditions of Sale for Goods and Services, copy available on request.											
ACCOUNTS COPY											

3M Tax Invoice

3M Innovation Singapore Pte Ltd
 1 Yishun Avenue 7, Singapore 768923
 Tel : 64508888 Fax : 65522113
 www.3M.com.sg
 CRN:200802267C
 VAT # : GB 975055791

CUSTOMER PURCHASE ORDER NUMBER 4500010412		ORDER DATE 21/07/11	PAYMENT TERMS 45	B/ORDER CODE 0	ORDER TYPE O	RESP. CSR KAITLYN	CSR CONTACT # 65-6450-7254	SALESPERSON Generic Salesman	WAREHOUSE DC	PAGE Page 1 of 1	QUOTE THIS NUMBER WHEN CORRESPONDING INVOICE # TZ 10002358 DATE : 28/09/11 TIME : 15:35:07 CURRENCY : GBP
CHARGE TO: GRACEWAY PHARMACEUTICALS LLC ATTN ACCOUNTS PAYABLE 340 MARTIN LUTHER KING JR. BLVD BRISTOL, TN, 37620, UNITED STATES OF A (US) ACCOUNT NO : 83621						SHIP TO: EGALA S.A. APARTADO POSTAL 0302-00388 LOCAL 7-B,EDIFICIO #4 CALLE 13 ZONA LIBRE DE COLON COLON, PANAMA					
CUSTOMER NOTES :						ORDER NOTES : NDA NO : 20-723 MANUFACTURING LICENCE NUMBER: 011517 UK NATIONAL LABELER CODE: 0115170610 PHARMA PROD: CREAM FOR EXTERNAL GENITAL WARTS DOES NOT CONTAIN ANIMAL OR ANIMAL BY-PROD					
LINE NO	CPO LINE	ITEM NUMBER	DESCRIPTION / CUSTOMER X-REFERENCE / LINE NOTES	WHSE	UOM	ORDER QTY	SHIP QTY	UNIT PRICE	NET AMOUNT		
001	1	GH620400149	ALDARA CREAM 12 SALE VENEZUELA Harmonized Code: 30049000 VAT % : .0000 400007	DC	EA	3060	3060	5.1000	15606.00		
				**** Lot Details ****							
				GMG121D				3060			
VAT exempted export - art 146 Council Directive 2006/112/EC Payment Terms : 45 days from invoice date						Order Total		30734.14	15606.00		
						VAT @ 0%		.00	.00		
						Order Total with VAT		30734.14	15606.00		
						PLEASE PAY THIS AMOUNT OR IGNORE IF PAYMENT HAS BEEN MADE		GBP	15606.00		
THIS IS A COMPUTER GENERATED TAX INVOICE. NO SIGNATURE IS REQUIRED. RECEIPT WILL NOT BE SENT UPON PAYMENT UNLESS REQUESTED											
TERMS AND CONDITIONS OF SALE: The following is made in lieu of all warranties, express or implied. Seller shall not be liable for any injury, loss or damage, direct or consequential, arising out of the use of, or the inability to use, the product. Before using, user shall determine the suitability of the product for his intended use, and user assumes all risk and liability whatsoever in connection with the use of the product. Unless otherwise agreed by written agreement, the sale of all goods and services shall be subject to 3M's Conditions of Sale for Goods and Services, copy available on request.											
ACCOUNTS COPY											

3M Tax Invoice

3M Innovation Singapore Pte Ltd
 1 Yishun Avenue, Singapore 768923
 Tel : 64508888 Fax : 65522113
 www.3M.com.sg
 CRN:200802267C
 VAT # : GB 975055791

CUSTOMER PURCHASE ORDER NUMBER 4500010327		ORDER DATE 7/07/11	PAYMENT TERMS 45	BORDER CODE 0	ORDER TYPE O	RESP. CSR KAITLYN	CSR CONTACT # 65-6450-7254	SALESPERSON Generic Salesman	WAREHOUSE DC	PAGE Page 1 of 1	QUOTE THIS NUMBER WHEN CORRESPONDING INVOICE #
CHARGE TO: GRACEWAY PHARMACEUTICALS LLC ATTN: ACCOUNTS PAYABLE 340 MARTIN LUTHER KING JR. BLVD BRISTOL, TN, 37620.		SHIP TO: EGALA S.A. APARTADO POSTAL 0302-00388 LOCAL 7-B, EDIFICIO #4 CALLE 13 ZONA LIBRE DE COLON COLON, PANAMA			ORDER NOTES: UNITED STATES OF A (US) ACCOUNT NO : 83621		COFS # 433600		TZ 10002361 DATE : 28/09/11 TIME : 16:03:00 CURRENCY : GBP		
LINE NO	CPO LINE	ITEM NUMBER	DESCRIPTION / CUSTOMER X-REFERENCE / LINE NOTES	WHSE	UOM	ORDER QTY	SHIP QTY	UNIT PRICE	NET AMOUNT		
001	1	GH620400099	TAMBOCOR TABLETS 25'S 100MG LA TIN AMERIC Harmonized Code : 30049000 VAT % : .0000 400012	DC	EA	8520	8520	1.8500	15762.00		
		VAT exempted export - art 146 Council Directive 2006/112/EC Payment Terms : 45 days from invoice date		***** Lot Details ***** GM1059B							
		(Exchange Rate GBP 1 to SGD @ 1.9693) Order Total						\$S	31041.37	GBP	15762.00
		VAT @ 0%						\$S	.00	GBP	.00
		Order Total with VAT						\$S	31041.37	GBP	15762.00
		RECEIPT WILL NOT BE SENT UPON PAYMENT UNLESS REQUESTED						PLEASE PAY THIS AMOUNT OR IGNORE IF PAYMENT HAS BEEN MADE		GBP	15762.00
TERMS AND CONDITIONS The following is made in lieu of all warranties, express or implied. Seller shall not be liable for any injury, loss or damage, direct or consequential, arising out of the use of, or the inability to use, the product. Before using, user shall determine the suitability of the product for his intended use. The user assumes all liability for his intended use of the product. The user agrees to be bound by an agreement signed by an officer or seller. Unless otherwise agreed by written agreement, the sale of all goods and services shall be subject to 3M's Conditions of Sale for Goods and Services, copy available on request.											
ACCOUNTS COPY											

3M Tax Invoice

3M Innovation Singapore Pte Ltd
 1 Yishun Avenue 7, Singapore 768923
 Tel : 64508888 Fax : 65522113
 www.3m.com.sg
 CRN:200802267C
 VAT # : GB 975055791

LINE NO	CPO LINE	ITEM NUMBER	DESCRIPTION / CUSTOMER X-REFERENCE / LINE NOTES	WHSE	UOM	ORDER QTY	SHIP QTY	UNIT PRICE	NET AMOUNT
001	1	GH620412789	ZYCLARA SAMPLE 3.75% CREAM USA GRACEWAY Harmonized Code: 30049000 VAT % .0000 200012 ZYCLARA CREAM 3.75% SAMPLE	DC	EA	33600	33600	.9900	33264.00
(Exchange Rate GBP 1 to SGD @ 1.9693) Order Total \$S 65509.46 VAT @ 0% \$S .00 Order Total with VAT \$S 65509.46 NET AMOUNT 33264.00									
THIS IS A COMPUTER GENERATED TAX INVOICE. NO SIGNATURE IS REQUIRED. RECEIPT WILL NOT BE SENT UPON PAYMENT UNLESS REQUESTED. PLEASE PAY THIS AMOUNT OR IGNORE IF PAYMENT HAS BEEN MADE.									
TERMS AND CONDITIONS OF SALE: The following is made in lieu of all warranties, express or implied. Seller shall not be liable for any injury, loss or damage, direct or consequential, arising out of the use of, or the inability to use, the product. Before using, user shall determine the suitability of the product for his intended use, and user assumes all risk and liability whatsoever in connection therewith. The foregoing may not be changed except by an agreement signed by an officer of seller. Unless otherwise agreed by written agreement, the sale of all goods and services shall be subject to 3M's Conditions of Sale for Goods and Services, copy available on request.									
ACCOUNTS COPY									

CUSTOMER PURCHASE ORDER NUMBER: 4500009737
 ORDER DATE: 3/05/11
 PAYMENT TERMS: 45
 BIORDER CODE: 0
 ORDER TYPE: O
 CHARGE TO: GRACEWAY PHARMACEUTICALS LLC
 ATTN ACCOUNTS PAYABLE
 340 MARTIN LUTHER KING JR. BLVD
 BRISTOL, TN, 37620,
 UNITED STATES OF A (US) ACCOUNT NO : 83621

RESP. CSR: KAITLYN
 SHIP TO: GRACEWAY PHARMACEUTICALS C/O
 LEITNER PHARMACEUTICALS
 881 MT VIEW ROAD PINEY FLATS
 TN 37686 U.S.A.

CUSTOMER NOTES:
 ORDER NOTES:
 SALES PERSON: Generic Salesman
 CSR CONTACT #: 65-6450-7254
 WAREHOUSE: DC
 PAGE: Page 1 of 1
 COFS #: 415703
 QUOTE THIS NUMBER WHEN CORRESPONDING INVOICE #
 TZ 10002363
 DATE: 28/09/11
 TIME: 16:33:17
 CURRENCY: GBP

Alan E. Brown, Esq.
Special Counsel to 3M Company

3M Legal Affairs
Office of General Counsel

P.O. Box 33428
St. Paul, MN 55133-3428 USA
Phone: (651) 736-6739
Fax: (651) 736-9469
Email: arbrown@mmm.com



November 9, 2011

VIA U.S. MAIL

BMC Group, Inc.
Attn: Graceway Pharmaceuticals Claims Processing
P.O. Box 3020
Chanhassen, MN 55317-3020

**Re: In re Graceway Pharmaceuticals, LLC
Bankr. D. Del. Case No. 11-13036
Proof of Claim for 3M Company**

Dear Sir or Madam:

Enclosed for filing, please find 3M's proof of claim, and 503(b)(9) proof of claim in the above-referenced matter.

Thank you for your assistance.

Sincerely,

A handwritten signature in black ink that reads "Alan E. Brown". The signature is written in a cursive style with a large, stylized 'A' and 'B'.

Alan E. Brown

Enc.