

**United States Bankruptcy Court District of Delaware** **PROOF OF CLAIM**

**Name of Debtor:** Graceway Pharmaceuticals, LLC **Case Number** 11-13036 MFW  
**Chapter** 11

NOTE: 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. sec. 503.

<p><b>Name of Creditor:</b> (The person or entity to whom the debtor owes money or property) <b>TN Dept. of TennCare</b></p> <p><b>Name and addresses where notices should be sent:</b> <b>TN Dept. of TennCare</b> c/o TN Atty General, Bankruptcy Div. PO Box 20207 Nashville, TN 37202-0207</p>	<p><input type="checkbox"/> Check box if you are aware that any one else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.</p> <p><input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.</p> <p><input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.</p>
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This Space is for Court Use Only

**Account or other number by which creditor identifies debtor:**  
14-1965385 Labeler # 13453 & 29336

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

**1. Basis for Claim:**

<input type="checkbox"/> Goods sold	<input type="checkbox"/> Additional Information:	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. sec. 1114(a)
<input type="checkbox"/> Services performed	<b>RECEIVED</b>	<input type="checkbox"/> Wages, salaries, and compensations (Fill out below)
<input type="checkbox"/> Money loaned	<b>NOV 17 2011</b>	Your SS#
<input type="checkbox"/> Personal injury/wrongful death	<b>BMC GROUP</b>	Unpaid compensation for services performed
<input type="checkbox"/> Taxes.		from _____ to _____
<input checked="" type="checkbox"/> Other: Rebate Amount- Balance Due		(date) (date)

**2. Date debt was incurred:** 1st Qtr 2007 thru 2nd Qtr 2011 **3. If court judgment, date obtained**

**4. Total Amount of Claim at Time Case Filed :**     \$ 164,595.41    

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.

Check this box if claim includes prepetition charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.

**5. Secured Claim: \*\* \$0.00**

Check this box if your claim is secured by collateral (including a right of setoff.)

Brief description of collateral

Real Estate     Motor Vehicle

Other

Value of Collateral: Unknown

Amount of arrearage and other charges at time case filed included in secured claim above, if any:

\*\*Upon notice and proof from debtor that part or all of this claim is unsecured by operation of 11 USC sec 506(a), creditor reserves the right to claim such unsecured portion as a priority claim under 11 USC sec. 507(a)(8).

**6. Unsecured Priority Claim:**

Check this box if you have an unsecured priority claim

Amount entitled to priority     \$ 0.00    

Specify the priority of the claim:

Wages, salaries, or commissions (up to \$4,300)\*, earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier --11 U.S.C. sec. 507(a)(3)

Contributions to an employee benefit plan--11 U.S.C. sec. 507(a)(4)

Up to \$1,950\* of deposits toward purchase, lease, or rental of property or services for personal, family or household use --11 U.S.C. sec. 507(a)(6)

Alimony, maintenance, or support owed to a spouse, former spouse, or child -- 11 U.S.C. sec. 507(a)(7)

Taxes or penalties of governmental units --11 U.S.C. sec. 507(a)(8)

Other--Specify applicable paragraph of 11 U.S.C. sec. 507(a)( )

\*Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

**7. Credits:** The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. This Space is for Court Use Only

**8. Supporting Documents** Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

**9. 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.

<b>Date:</b> November 09, 2011	<p>Sign and 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)</p> <p>/s/ <b>Laura L. McCloud</b> </p> <p><b>Laura L. McCloud</b> <span style="float: right;"><b>Assistant Attorney General</b></span></p>
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Graceway Pharmaceuticals LLC

00040

Number of Rows: 24

Labeler Code	Labeler Name	Invoice Period	Mail Date	Total Rebate Amt Claimed	Total Rebate Amt Paid	Tot Write Off Amt	Rebate Amt Balance Due	Tot Dispute Amount
13453	GRACEWAY PHARMACEUTICALS, LLC	2009/2	2009/08/28	\$7.57	\$7.57	\$0.00	\$0.00	\$0.00
13453	GRACEWAY PHARMACEUTICALS, LLC	2009/1	2009/06/05	\$6.83	\$6.83	\$0.00	\$0.00	\$0.00
13453	GRACEWAY PHARMACEUTICALS, LLC	2008/4	2009/04/24	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
13453	GRACEWAY PHARMACEUTICALS, LLC	2008/3	2008/11/25	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
13453	GRACEWAY PHARMACEUTICALS, LLC	2008/2	2008/08/29	\$6.42	\$6.42	\$0.00	\$0.00	\$0.00
13453	GRACEWAY PHARMACEUTICALS, LLC	2008/1	2008/05/30	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
13453	GRACEWAY PHARMACEUTICALS, LLC	2007/4	2008/02/28	\$80.49	\$80.49	\$0.00	\$0.00	\$0.00
13453	GRACEWAY PHARMACEUTICALS, LLC	2007/3	2007/12/04	\$58.95	\$58.95	\$0.00	\$0.00	\$0.00
13453	GRACEWAY PHARMACEUTICALS, LLC	2007/2	2007/09/20	\$71.53	\$71.53	\$0.00	\$0.00	\$0.00
13453	GRACEWAY PHARMACEUTICALS, LLC	2007/1	2007/05/31	\$40.79	\$40.79	\$0.00	\$0.00	\$0.00
29336	GRACEWAY PHARMACEUTICALS, LLC	2011/2	2011/08/30	\$169,787.70	\$169,787.70	\$0.00	\$169,787.70	\$0.00
29336	GRACEWAY PHARMACEUTICALS, LLC	2011/1	2011/05/31	\$124,747.33	\$127,213.63	\$0.00	(\$2,466.30)	\$0.00
29336	GRACEWAY PHARMACEUTICALS, LLC	2010/4	2011/02/28	\$171,123.42	\$171,665.21	\$0.00	(\$541.79)	\$0.00
29336	GRACEWAY PHARMACEUTICALS, LLC	2010/3	2010/11/30	\$525,209.96	\$527,394.16	\$0.00	(\$2,184.20)	\$0.00
29336	GRACEWAY PHARMACEUTICALS, LLC	2010/2	2010/08/31	\$466,812.07	\$466,812.07	\$0.00	\$0.00	(\$18.04)
29336	GRACEWAY PHARMACEUTICALS, LLC	2010/1	2010/06/03	\$248,758.94	\$248,758.94	\$0.00	\$0.00	\$0.00
29336	GRACEWAY PHARMACEUTICALS, LLC	2009/4	2010/02/26	\$224,741.12	\$224,741.12	\$0.00	\$0.00	\$0.00
29336	GRACEWAY PHARMACEUTICALS, LLC	2009/3	2009/12/08	\$273,060.96	\$273,060.96	\$0.00	\$0.00	\$0.00
29336	GRACEWAY PHARMACEUTICALS, LLC	2009/2	2009/08/28	\$277,502.88	\$277,502.88	\$0.00	\$0.00	\$0.00
29336	GRACEWAY PHARMACEUTICALS, LLC	2009/1	2009/06/05	\$251,905.87	\$251,905.86	\$0.00	\$0.01	\$0.00
29336	GRACEWAY PHARMACEUTICALS, LLC	2008/4	2009/04/24	\$214,609.60	\$214,609.60	\$0.00	\$0.00	\$0.00
29336	GRACEWAY PHARMACEUTICALS, LLC	2008/3	2008/11/25	\$248,845.01	\$248,845.02	\$0.00	(\$0.01)	\$0.00
29336	GRACEWAY PHARMACEUTICALS, LLC	2008/2	2008/08/29	\$153,956.75	\$153,956.75	\$0.00	\$0.00	\$0.00
29336	GRACEWAY PHARMACEUTICALS, LLC	2008/1	2008/05/30	\$1,916.46	\$1,916.46	\$0.00	\$0.00	\$0.00
Totals:				\$3,353,250.65	\$3,188,655.24	\$0.00	\$164,595.41	(\$18.04)



**STATE OF TENNESSEE**

**OFFICE OF THE ATTORNEY GENERAL**

**ROBERT E. COOPER, JR.**  
ATTORNEY GENERAL AND REPORTER

**LUCY HONEY HAYNES**  
CHIEF DEPUTY ATTORNEY GENERAL

**LAWRENCE HARRINGTON**  
Chief Policy Deputy

**BILL YOUNG**  
SOLICITOR GENERAL

TELEPHONE (615) 741-3491  
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**BANKRUPTCY DIVISION**  
P.O. BOX 20207  
NASHVILLE, TENNESSEE 37202

Telephone: (615) 532-2504  
Fax: (615) 741-3334

November 14, 2011

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

In re: Graceway Pharmaceuticals, LLC.  
Bank. Case No. 11-13036 Chapter 11

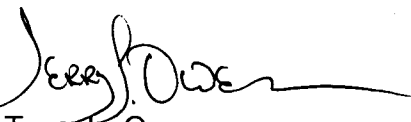
Dear Clerk:

Please find enclosed the original and one copy of the following claim for the *Tennessee Department of TennCare*.

Please enter these with the court and return a court stamped copy for our records in the enclosed self addressed envelope. (if possible, please indicate the claim number)

As always, all professional courtesies are greatly appreciated.

Sincerely,



Terry L. Owen  
Bankruptcy Specialist  
615-741-8375

enclosures