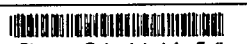



UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
<p><b>1. Name of Debtor (YOU MUST SELECT ONE AND MAY ONLY SELECT ONE DEBTOR):</b></p> <p><input checked="" type="checkbox"/> Graceway Pharmaceuticals, LLC (11-13036)      <input type="checkbox"/> Chester Valley Pharmaceuticals, LLC (11-13041)  <input type="checkbox"/> Graceway Pharma Holding Corp. (11-13037)      <input type="checkbox"/> Graceway Canada Holdings, Inc. (11-13042)  <input type="checkbox"/> Graceway Holdings, LLC (11-13038)      <input type="checkbox"/> Graceway International, Inc. (11-13043)  <input type="checkbox"/> Chester Valley Holdings, LLC (11-13039)</p>		
<p><small>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)</small></p>		 <p>Your Claim is Scheduled As Follows:</p> <p>Schedule/Claim ID: S2019008278                  CaseNbr/Name: 11-13036                  Graceway Pharmaceuticals LLC  <b>AMOUNT/CLASSIFICATION</b>                  \$12,556.26 UNSECURED</p>
<p><b>2. Name of Creditor (the person or other entity to whom the Debtor owes money or property):</b></p> <p>Name and address where notices should be sent</p> <p>2B445959001664                  FRANKLIN PHARMA SERVICES, LLC                  ATTN: PRESIDENT OR GENERAL COUNSEL                  PO BOX 415191                  BOSTON, MA 02241-5191</p>		<p>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 <a href="http://www.bmcgroup.com/graceway">www.bmcgroup.com/graceway</a> or upon request at the address on the back of this form.</p> <p><b>THIS SPACE IS FOR COURT USE ONLY</b></p>
<p>Name and address where payment should be sent (if different from above)</p> <p style="font-size: 1.5em; font-weight: bold;">Same as above</p> <p>Telephone number: (732) 584-5371</p>		
<p><b>3. Amount of Claim as of Date Case Filed:</b> \$12,556.26</p> <p>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.</p> <p><input type="checkbox"/> 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.</p>		<p><b>7. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a).</b> If any portion of your claim falls in one of the following categories, check the box and state the amount.</p> <p>Specify the priority of the claim:</p> <p><input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B)</p> <p><input type="checkbox"/> 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)</p> <p><input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5)</p> <p><input type="checkbox"/> 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)</p> <p><input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8)</p> <p><input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)( )</p> <p>Amount entitled to priority: \$ _____</p> <p><small>*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.</small></p>
<p><b>4. Basis for Claim:</b> <u>Services Performed</u>                  (See instruction #4 on reverse side)</p>		
<p><b>5. Last four digits of any number by which creditor identifies Debtor:</b> <u>N/A</u>                  5a. Debtor may have scheduled account as <u>N/A</u>                  (See instruction #5a on reverse side)</p>		
<p><b>6. Secured Claim (See instruction #8 on reverse side)</b>                  Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.</p> <p>Nature of property or right of setoff: <input type="checkbox"/> Real Estate    <input type="checkbox"/> Motor Vehicle    <input type="checkbox"/> Equipment    <input type="checkbox"/> Other</p> <p>Describe:</p> <p>Value of Property: \$ _____ Annual Interest Rate: _____%</p> <p>Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____</p> <p>Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____</p>		
<p><b>8. Credits:</b> The amount of all payments on this claim has been credited for the purpose of making this proof of claim.</p>		<p><b>FOR COURT USE ONLY</b></p> <p>Graceway Pharmaceuticals LLC</p>  00081
<p><b>9. Documents:</b> 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)</p> <p><b>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.</b></p> <p>If the documents are not available, please explain in an attachment.</p>		
<p><b>10. Signature:</b> 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.</p> <p>Date: <u>11/9/11</u>      Signature: <u>[Handwritten Signature]</u>      Printed Name: <u>Heather L. Cordes</u></p>		

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

GRACEWAY PHARMACEUTICALS, LLC,  
*et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 11-13036 (PJW)

Jointly Administered

**NOTICE OF ENTRY OF BAR DATE ORDER ESTABLISHING  
DEADLINES FOR FILING PROOFS OF CLAIM AGAINST THE DEBTORS**

DEBTOR(S) (Other names, if any, used by the Debtor(s) in the last 6 years appear in parentheses)	CASE NO.	EIN #	ADDRESS
Graceway Pharma Holding Corp. (Aldara, Atopiclair, Zyclara, Maxair, Minitran, Tambocor, MetroGel Vaginal, Estrasorb, Norflex, Calcium Disodium Versenate, Duromine, Theolair, Norgestic, Norgestic Forte, and Benziq)	11-13037	27-3569175	340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620
Graceway Holdings, LLC (Aldara, Atopiclair, Zyclara, Maxair, Minitran, Tambocor, MetroGel Vaginal, Estrasorb, Norflex, Calcium Disodium Versenate, Duromine, Theolair, Norgestic, Norgestic Forte, and Benziq)	11-13038	20-4182502	
Graceway Pharmaceuticals, LLC (Aldara, Atopiclair, Zyclara, Maxair, Minitran, Tambocor, MetroGel Vaginal, Estrasorb, Norflex, Calcium Disodium Versenate, Duromine, Theolair, Norgestic, Norgestic Forte, and Benziq)	11-13036	14-1965385	
Chester Valley Holdings, LLC (Aldara, Atopiclair, Zyclara, Maxair, Minitran, Tambocor, MetroGel Vaginal, Estrasorb, Norflex, Calcium Disodium Versenate, Duromine, Theolair, Norgestic, Norgestic Forte, and Benziq)	11-13039	20-1929457	

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175), Case No 11-13037 (PJW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No 11-13038 (PJW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (PJW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (PJW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No 11-13041 (PJW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (PJW), and Graceway International, Inc., a Delaware corporation (2399), Case No 11-13043 (PJW). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr Blvd., Suite 500, Bristol, TN 37620 (Attn: John Bellamy). On October 4, 2011, Graceway Canada Company filed an application in the Ontario Superior Court of Justice (Commercial List) pursuant to the *Courts of Justice Act*, R.S.O. 1990, c. C 43.

a claim against more than one Debtor, separate proof of claim forms must be filed against each applicable Debtor with the correct case number, as found on page 1 of this Notice.

Proofs of claim will be deemed timely filed only if actually received by BMC on or before the Bar Date associated with such claim. Further, BMC will not accept proofs of claim sent by facsimile, telecopy, e-mail, or other electronic submission, and such claims will not be deemed to be properly filed claims.

General Bar Date. Except as otherwise provided herein, each person or entity holding or asserting a claim against one or more of the Debtors that arose prior to the Petition Date must file a proof of claim so that it is actually received by BMC on or before December 30, 2011 at 4:00 p.m. (prevailing Eastern Time) (the "General Bar Date").

Governmental Unit Bar Date. Each governmental unit holding or asserting a claim against one or more of the Debtors that arose prior to the Petition Date must file a proof of claim so that it is actually received by BMC on or before March 27, 2012 at 4:00 p.m. (prevailing Eastern Time) (the "Governmental Bar Date").

Amended Schedules Bar Date. If a claim is included in the Debtors' Schedules (as defined below) or any amendments thereto, and is not described therein as disputed, contingent, or unliquidated, and, on or after the date on which the Debtors serve this Notice, the Debtors amend or supplement their schedules of assets and liabilities, list of equity holders, and statements of financial affairs (collectively, the "Schedules") (a) to reduce the undisputed, noncontingent, and liquidated amount of such claim, (b) to change the nature or characterization of such claim or the Debtor against whom such claim is scheduled, or (c) to add a new claim to the Schedules, the affected claimant is required to file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim so that the proof of claim is actually received by BMC on or before the later of (i) the General Bar Date and (ii) 21 days after the claimant is served with notice of the applicable amendment or supplement to the Schedules (the "Amended Schedule Bar Date").

Rejection Bar Date. A proof of claim relating to a Debtor's rejection of an executory contract or unexpired lease pursuant to a Court order entered prior to the applicable Debtor's plan of reorganization must be filed so that it is actually received by BMC on or before the later of (a) the General Bar Date and (b) 30 days after service of notice of entry of the order approving rejection of the particular contract or unexpired lease at issue (the "Rejection Bar Date," and together with the aforementioned bar dates, the "Bar Dates").

For purposes of the Bar Date Order and this Notice, the term "claim" means (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured as of the Petition Date.

Any person or entity (including, without limitation, any individual, partnership, joint venture, corporation, limited liability company, estate, trust or governmental unit) holding an interest in the Debtors (an "**Interest Holder**"), which interest is based exclusively upon the ownership of common or preferred stock in a corporation, a membership interest in a limited liability company, a general or limited partner interest in a partnership, or warrants or rights to purchase, sell or subscribe to such a security or interest (any such security or interest being referred to in this Notice as an "**Interest**"), need not file a proof of interest on or before the General Bar Date; provided, however, that Interest Holders who wish to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance or distribution of such Interest, must file proofs of claim on or before the General Bar Date (or, in the case of a governmental unit, the Governmental Bar Date), unless another exception identified in the Bar Date Order applies.

Any person or entity that is required to file a timely Proof of Claim in the form and manner specified by the Bar Date Order and who fails to do so on or before the bar date associated with such claim shall not, with respect to such claim, be treated as a creditor of the Debtors for the purpose of voting on, or receiving distributions under, any chapter 11 plan or plans in these Chapter 11 Cases.

The Debtors reserve the right to (a) dispute, or to assert offsets or defenses against, any claim filed or any claim listed or reflected in the Schedules as to nature, amount, liability, classification, or otherwise; and (b) subsequently designate any claim as disputed, contingent, or unliquidated. Nothing contained in this Notice shall preclude the Debtors from objecting to any filed claim on any grounds.

Acts or omissions of the Debtors, if any, that occurred prior to the Petition Date, including acts or omissions related to any indemnity agreements, guarantees, or services provided to or rendered by the Debtors, may give rise to claims against the Debtors notwithstanding the fact that such claims (or any injuries on which they are based) may be contingent or may not have matured or become fixed or liquidated prior to the Petition Date. Therefore, any person or entity that holds or asserts a claim or a potential claim against the Debtors, no matter how remote or contingent, must file a proof of claim on or before the General Bar Date.

You may be listed as the holder of a claim against the Debtors in the Schedules. If you hold or assert a claim that is not listed in the Schedules or if you disagree with the amount or priority of your claim as listed in the Schedules, or your claim is listed in the Schedules as "contingent," "unliquidated," or "disputed," you must file a proof of claim. Copies of the Schedules and the Bar Date Order are available for inspection during regular business hours at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801. In addition, copies of the Debtors' Schedules and Bar Date Order may be obtained for a charge through Delaware Document Retrieval, 2 East 7th Street, 2nd Floor, Wilmington, Delaware 19801; viewed and downloaded free of charge on BMC's dedicated website for the Debtors' Chapter 11 Cases ([www.bmcgroup.com/graceway](http://www.bmcgroup.com/graceway)); or viewed and downloaded for a fee at the Bankruptcy Court's

Franklin Pharma Services  
 500 Atrium Drive  
 4th Floor  
 Somerset, NJ 08873  
 Phone: 732-584-5371

# Statement

Date
11/9/2011

To:
Graceway Pharmaceuticals LLC Attn: Accounts Payable 340 MLK Blvd, Suite 400 Bristol, TN 37620

		Amount Due	Amount Enc.		
		\$12,556.26			
Date	Transaction	Amount	Balance		
08/31/2011	PAP- INV #6850. Due 10/30/2011. Orig. Amount \$6,491.58. August 2011	6,491.58	6,491.58		
09/30/2011	INV #6890. Due 11/29/2011. Orig. Amount \$6,497.87. September 2011	6,064.68	12,556.26		
CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	Amount Due
0.00	0.00	6,064.68	6,491.58	0.00	\$12,556.26

Franklin Pharma Services

500 Atrium Drive  
 4th Floor  
 Somerset, NJ 08873  
 Phone: 732-584-5371

**Invoice**

Phone #	732-584-5371
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<b>Bill To</b>
Graceway Pharmaceuticals LLC Attn: Accounts Payable 340 MLK Blvd, Suite 400 Bristol, TN 37620

Account #

Date	Invoice #
8/31/2011	6850

Project	Contact	Due Date	P.O. Number	Service Date
PAP		10/30/2011		August 2011

Quantity	Description	Price Each	Serviced	Amount
63	Re-Order	11.35		715.05
69	Re-Enrollment	11.35		783.15
75	Initial Application	11.35		851.25
1	Project Management Fees	2,500.00		2,500.00
1	Monthly Minimum	1,500.55		1,500.55
1	Postage	76.80		76.80
1	Telephone Expense	62.86		62.86
1	Fax Expense	1.92		1.92

**MAIL PAYMENT REMITTANCE ADDRESS**

Franklin Pharma Services  
 PO BOX 415191  
 Boston, MA 02241-5191

Thank you for your business.

<b>Total</b>	\$6,491.58
<b>Payments/Credits</b>	\$0.00
<b>Balance Due</b>	\$6,491.58

Franklin Pharma Services

500 Atrium Drive  
 4th Floor  
 Somerset, NJ 08873  
 Phone: 732-584-5371

**Invoice**

Phone #	732-584-5371
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<b>Bill To</b>
Graceway Pharmaceuticals LLC Attn: Accounts Payable 340 MLK Blvd, Suite 400 Bristol, TN 37620

Account #

Date	Invoice #
9/30/2011	6890

Project	Contact	Due Date	P.O. Number	Service Date
PAP		11/29/2011		September 2011

Quantity	Description	Price Each	Serviced	Amount
81	Initial Application - Request and Yearly Qualification	11.35		919.35
48	Re-Order	11.35		544.80
58	Re-Enrollment	11.35		658.30
1	Project Management Fees	2,500.00		2,500.00
1	Monthly Minimum	1,727.55		1,727.55
1	Postage	74.92		74.92
1	Telephone Expense	68.40		68.40
1	Fax Expense	4.55		4.55

**MAIL PAYMENT REMITTANCE ADDRESS**

Franklin Pharma Services  
 PO BOX 415191  
 Boston, MA 02241-5191

Thank you for your business.

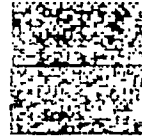
<b>Total</b>	\$6,497.87
<b>Payments/Credits</b>	\$-433.19
<b>Balance Due</b>	\$6,064.68

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

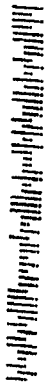


BMC Group, Inc.  
Attn: Graceway Pharmaceuticals Claims Processing  
PO Box 3020  
Chanhassen, MN 55317-3020



0-9J82034980  
\$00.880  
US POSTAGE

F-3



## Proof of Claim Explanation for Franklin Pharma Services, LLC

Attached hereto are the following documents:

1. Statement showing pre-petition amount due in the amount of \$12,556.26 (further detail of the services and out of pocket expenses is provided in the individual invoices that follow);
2. Invoice #6850 for pre-petition work completed in the amount of \$6,491.58; and
3. Invoice #6890 for both pre-petition and post-petition work. Graceway Pharmaceuticals, LLC already paid for the post-petition work, as seen by the \$433.19 credit applied towards the amount due on this invoice. Therefore, Franklin Pharma Services, LLC seeks recovery herein only for pre-petition work completed, in the amount of \$6,064.68.

Please file Claim  
and kindly return  
a time stamped  
copy of Proof of  
Claim in the enclosed  
Self addressed stamped  
envelope. Thank you