

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:

Schedule/Claim ID: S2019008333
 CaseNbr/Name: 11-13036
 Graceway Pharmaceuticals, LLC
AMOUNT/CLASSIFICATION:
 \$5,272.49 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:

28445959000447
 AMERICAN MEDICAL ASSOCIATION
 ATTN: DIRECTOR OR GENERAL COUNSEL
 PO BOX 75888
 CHICAGO, IL 60675-5888

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.

THIS SPACE IS FOR COURT USE ONLY

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

AMA - DISPLAY ADVERTISING
 PO BOX 75888
 Chicago, IL 60675-5888
 Telephone number: 312/464-5708

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.

3. Amount of Claim as of Date Case Filed: \$ 14,096.85 (see attached)

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: 0838
 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: \$ _____

RECEIVED
 DEC 19 2011
 BMC GROUP

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.

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain in an attachment.

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



00109

Date: 12-13-11 Signature: [Signature] Printed Name: Richard Armstrong

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.

Graceway Pharmaceuticals, LLC

Balance Due AMA @ 12/14/11

Invoice DA67534 9/21/11 \$5,272.49
Invoice DA67062 6/15/11 \$2,896.80
Invoice DA67063 6/15/11 \$1,028.50
Invoice DA66859 5/18/11 \$4,899.06

Total Due \$14,096.85

*above invoices attached



Display Advertising Invoice

Federal Tax ID #36-0727175

Future Orders/Inquiries To:
American Medical Association
515 N. State Street
Chicago, IL 60654
(312) 464-2438 Fax (312) 464-5840

GRACEWAY PHARMACEUTICALS, LLC
Attn: ACCOUNTS PAYABLE
340 MARTIN LUTHER KING JR. BLVD
SUITE 400
BRISTOL, TN 37620

Invoice No: DA67534
Invoice Date: 09/21/2011
Salesperson: P. QUALITY
P.O. No: GRW11107
Frequency: 12
Page No: 1063-1064
Ad No: 20838*11208*23
Customer No: 520838

Advertiser: GRACEWAY PHARMACEUTICALS, LLC - ZYCLARA

Terms Net 30

ARCHIVES OF DERMATOLOGY - September 1, 2011

2 X Page
4 Color

4,810.00
1,836.00

Ad Total
Less Agency Commission

6,646.00
<996.90>

Amount Due

5,649.10

Handwritten: 5,272.49

Handwritten: (Per A) \$376.51 (10/25/11)

Please remit this portion of your display advertising invoice with payment to:

American Medical Association
AMA Accounts Receivable - Display Advertising
P.O. Box 75888
Chicago, IL 60675-5888

Customer No: 520838

Invoice No: DA67534

Amount Due: 5,649.10

Amount Paid: \$ _____



Display Advertising Invoice

Federal Tax ID #36-0727175

Future Orders/Inquiries To:
American Medical Association
515 N. State Street
Chicago, IL 60654
(312) 464-2438 Fax (312) 464-5840

GRACEWAY PHARMACEUTICALS, LLC
Attn: ACCOUNTS PAYABLE
340 MARTIN LUTHER KING JR BLVD
SUITE 400
BRISTOL, TN 37620

Invoice No: DA67062
Invoice Date: 06/15/2011
Salesperson: P. QUILTY
P.O. No:
Frequency:
Page No:
Ad No: 20838*11208*21
Customer No: 520838

Advertiser: GRACEWAY PHARMACEUTICALS, LLC - ZYCLARA

Terms Net 30

ARCHIVES OF DERMATOLOGY - June 1, 2011

Pc Savings Program Pct Change From -10.00 To 0.00

Table with 6 columns: Ad#, PO# / IO#, Issue Date, Old Amount, New Amount, Difference. Rows 13-17.

Ad Total 3,408.00
Less Agency Commission <511.20>

Amount Due 2,896.80

Please remit this portion of your display advertising invoice with payment to:

American Medical Association
AMA Accounts Receivable - Display Advertising
P.O. Box 75888
Chicago, IL 60675-5888

Customer No: 520838

Invoice No: DA67062

Amount Due: 2,896.80

Amount Paid: \$ _____



Federal Tax ID #36-0727175

Display Advertising Invoice

Future Orders/Inquiries To: American Medical Association 515 N. State Street Chicago, IL 60654 (312) 464-2438 Fax (312) 464-5840

GRACEWAY PHARMACEUTICALS, LLC Attn: ACCOUNTS PAYABLE 340 MARTIN LUTHER KING JR BLVD SUITE 400 BRISTOL, TN 37620

Invoice No: DA67063 Invoice Date: 06/15/2011 Salesperson: P. QUILTY P.O. No: Frequency: Page No: Ad No: 20838*11208*22 Customer No: 520838

Advertiser: GRACEWAY PHARMACEUTICALS, LLC - ZYCLARA

Terms Net 30

ARCHIVES OF DERMATOLOGY - June 1, 2011

24x Rate To 12x Contract Change

Table with 6 columns: Ad#, PO# / IO#, Issue Date, Old Amount, New Amount, Difference. Rows 13-17 showing advertising spots with amounts.

Ad Total 1,210.00 Less Agency Commission <181.50>

Amount Due 1,028.50

Please remit this portion of your display advertising invoice with payment to:

American Medical Association AMA Accounts Receivable - Display Advertising P.O. Box 75888 Chicago, IL 60675-5888

Customer No: 520838

Invoice No: DA67063

Amount Due: 1,028.50

Amount Paid: \$ _____



Display Advertising Invoice

Federal Tax ID #36-0727175

Future Orders/Inquiries To:
American Medical Association
515 N. State Street
Chicago, IL 60654
(312) 464-2438 Fax (312) 464-5840

GRACEWAY PHARMACEUTICALS, LLC
Attn: ACCOUNTS PAYABLE
340 MARTIN LUTHER KING JR BLVD
SUITE 400
BRISTOL, TN 37620

Invoice No: DA66859
Invoice Date: 05/18/2011
Salesperson: P. QUILITY
P.O. No: GRW11048
Frequency: 24
Page No: 547-548
Ad No: 20838*11208*17
Customer No: 520838

Advertiser: GRACEWAY PHARMACEUTICALS, LLC - ZYCLARA

Terms Net 30

ARCHIVES OF DERMATOLOGY - May 1, 2011

2 X Page 4,568.00
4 Color 1,836.00
Pc Savings Program (10.00%) <640.40>
Ad Total 5,763.60
Less Agency Commission <864.54>

Amount Due 4,899.06

Please remit this portion of your display advertising invoice with payment to:

American Medical Association
AMA Accounts Receivable - Display Advertising
P.O. Box 75888
Chicago, IL 60675-5888

Customer No: 520838
Invoice No: DA66859
Amount Due: 4,899.06
Amount Paid: \$