

UNITED STATES BANKRUPTCY COURT

District of Delaware

PROOF OF CLAIM

Name of Debtor: Graceway Pharmaceuticals, LLC

Case Number: 11-13036

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. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property): Humana, Inc.

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

Name and address where notices should be sent: c/o Gregory O. Kaden, Goulston & Storrs, P.C., 400 Atlantic Avenue, Boston, MA 02110-3333, Telephone number: (617) 482-1776

RECEIVED DEC 22 2011 BMC GROUP

Court Claim Number: (If known)

Filed on:

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

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.

Telephone number:

Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ at least \$59,504.15 (see Annex A)

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

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.

5. 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.

2. Basis for Claim: Managed Care Rebate Agreements (See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor:

3a. Debtor may have scheduled account as: (See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 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 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: \$

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of 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 7 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:

Date: 12/19/11

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.

Legal Counsel, Humana

FOR COURT USE ONLY Graceway Pharmaceuticals LLC



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ANNEX A

DEBTOR: Graceway Pharmaceuticals, LLC ("Debtor")

CASE NO.: 11-13036

BASIS FOR CLAIM: Obligations Due Under Managed Care Rebate Agreements

CLAIMANT: Humana, Inc. (the "Claimant")

CLAIM AMOUNT: at least \$59,504.15 plus rejection damages

I. Claim for Rebates

Debtor and Claimant are parties to certain managed care rebate agreements (collectively, the "Agreements") pursuant to which Debtor owes Claimant prepetition rebates that total at least \$59,504.15. The Agreements are confidential but, on information and belief, are in the possession of the Debtor.

II. Claim for Rejection Damages

Pursuant to *Debtors' Motion for Entry of an Order Authorizing the Debtors to (I) Reject Certain Unexpired Leases of Nonresidential Real Property, (II) Sell Certain Property Outside the Ordinary Course of Business, (III) Abandon Certain Expendable Property and (IV) Reject Certain Executory Contracts* dated December 2, 2011, Debtor seeks to reject the Agreements effective as of December 31, 2011. In addition to the rebates identified above, Claimant hereby asserts any and all claims and damages that may result from such rejection, including, without limitation, any contingent claims for indemnification and all other rights, claims and damages to which Claimant may be entitled under the Agreements or by virtue of their rejection by Debtors.

III. Reservation of Rights

Claimant has submitted to the Debtor invoices issued post-petition under the terms of the Agreements. To date, these invoices total \$64,834.15. The Debtor has indicated to Claimant that these invoices will be processed for payment. Claimant reserves all rights with respect to these invoices, and any other invoices it may issue post-petition. Claimant further reserves all rights to amend and supplement this proof of claim.

December 21, 2011

VIA OVERNIGHT DELIVERY

BMC Group, Inc.
Attn: Graceway Pharmaceuticals
Claims Processing
18750 Lake Drive
Eastchanhassen, MN 55317

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

Dear Sir or Madam:

Enclosed for filing please find a proof of claim on behalf of Humana, Inc. to be filed against Graceway Pharmaceuticals, LLC. Also enclosed please find a copy of the proof of claim to be date-stamped and returned to me in the self-addressed stamped envelope that I have provided for your convenience.

Thank you for your attention to this matter.

Very truly yours,



Stacey A. Mordas
Paralegal

Enclosures

GSDOCS-1493614-1