

UNITED STATES BANKRUPTCY COURT _____ **DISTRICT OF** Delaware

PROOF OF CLAIM

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

COURT USE ONLY

NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property):
Ohio Department of Job and Family Services

Check this box if this claim amends a previously filed claim.
Court Claim Number: _____
(If known)
Filed on: _____

Name and address where notices should be sent:
Donn D. Rosenblum, Asst. Atty. Gen. of OH
150 East Gay Street, 21st Floor
Columbus, OH 43215
Telephone number: 614-728-5754 email: donn.rosenblum@ohioattorneygeneral.gov

Name and address where payment should be sent (if different from above):
Telephone number: _____ email: _____

RECEIVED
DEC 23 2011
BMC GROUP

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

1. Amount of Claim as of Date Case Filed: \$ 17,547.33

If all or part of the claim is secured, complete item 4.
If all or part of the claim is entitled to priority, complete item 5.
 Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.

2. Basis for Claim: Exec. Contract Rejection - Medicaid Drug Program
(See instruction #2)

3. Last four digits of any number by which creditor identifies debtor:
9 3 3 6

3a. Debtor may have scheduled account as:

(See instruction #3a)

3b. Uniform Claim Identifier (optional):

(See instruction #3b)


4. Secured Claim (See instruction #4)
Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.
Nature of property or right of setoff: Real Estate Motor Vehicle Other
Describe: _____
Value of Property: \$ _____
Annual Interest Rate _____ % Fixed or Variable
(when case was filed)

Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any:
\$ _____
Basis for perfection: _____
Amount of Secured Claim: \$ _____
Amount Unsecured: \$ _____

5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.

<input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).	<input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725* earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. §507 (a)(4).	<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5).	Amount entitled to priority: \$ _____
<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).	<input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8).	<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(____).	

*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.

Graceway Pharmaceuticals LLC

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6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)

7. Documents: Attached are 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. If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. (See instruction #7, and the definition of "redacted".)

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

If the documents are not available, please explain:

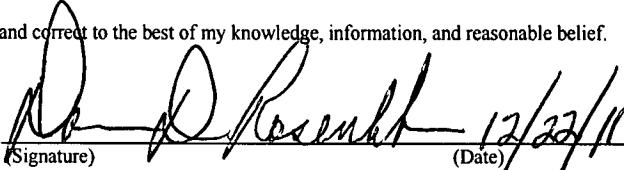
8. Signature: (See instruction #8)

Check the appropriate box.

- I am the creditor. I am the creditor's authorized agent. I am the trustee, or the debtor, or their authorized agent. I am a guarantor, surety, indorser, or other codebtor.
- (Attach copy of power of attorney, if any.) (See Bankruptcy Rule 3004.) (See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Donn D. Rosenblum
 Title: Principal Assistant Attorney General
 Company: Attorney General of Ohio
 Address and telephone number (if different from notice address above):
150 East Gay Street, 21st Floor
Columbus, OH 43215


 (Signature) _____ (Date) 12/22/11

Telephone number: 614-728-5754 email: donn.rosenblum@ohioattorneygeneral.gov

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.

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, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

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. 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).

1. 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 4 and 5. Check the box if interest or other charges are included in the claim.

2. 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 delivering 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 an interested party objects to the claim.

3. 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.

3a. Debtor May Have Scheduled Account As:

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.

3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:

Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) 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.

6. 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.

7. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. 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. If the claim is filed by an authorized agent, attach a complete copy of any power of attorney, and provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

**STATE OF OHIO, DEPARTMENT OF JOB AND FAMILY SERVICES
MEDICAID DRUG REBATE PROGRAM**

Graceway Pharmaceuticals, LLC.

	Disp. Amt.	Unpaid Amt.	Total
1. Invoice # 16451 2 nd Quarter 2011		\$10,143.86	\$10,143.86
2. Invoice # 15662 1 st Quarter 2011		(\$328.39)	(\$328.39)
3. Invoice # 10758 3 rd Quarter 2009	\$1,161.69		\$ 1,161.69
4. Invoice # 10013 2 nd Quarter 2009		(\$187.50)	(\$187.50)
5. Invoice # 17500 3 rd Quarter 2011		\$6,757.67	\$ 6,757.67
6. Interest on Invoice # 16451		\$ 0.10	\$ 0.10
7. Interest on Invoice # 10758		\$ 1.47	\$ 1.47
Total			\$ 17,547.33

Manufacturer ID: 3336

Manufacturer Name: GRACEWAY PHARMACEUTICALS, LLC

Report Quarter Option: DRAMS Invoice Start QTR 1Q2006-2Q2011 Unallocated Balance: \$0.00

Invoice Number	Quarter	Invoice Status	Invoice Handling	Invoice Date	Original Invoice Amount	Principal Due	Current Invoice Amount	Principal Paid	Interest Paid	Disputed Amount	Unpaid Amount	Interest Due	Family Planning Amount
16451	2Q2011	OP		08/18/2011	\$10,143.86	\$10,143.86	\$10,143.86	\$0.00	\$0.00	\$0.00	\$10,143.86	\$0.10	\$0.00
15662	1Q2011	OP		05/19/2011	\$15,221.65	(\$438.51)	\$14,883.26	\$15,331.77	\$0.00	\$0.00	(\$328.39)	\$0.00	\$0.00
14702	4Q2010	OP		02/22/2011	\$0.00	\$0.00	\$18,742.02	\$19,742.02	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
14071	3Q2010	OP		11/30/2010	\$0.00	\$0.00	\$73,423.33	\$73,423.33	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
13226	2Q2010	OP		08/24/2010	\$0.00	\$0.00	\$102,842.52	\$102,842.52	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
12364	1Q2010	OP		05/26/2010	\$0.00	\$0.00	\$44,791.58	\$44,791.58	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
11471	4Q2009	IO		02/23/2010	\$8,789.99	\$0.00	\$8,800.00	\$8,800.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
10758	3Q2009	OP		11/24/2009	\$15,824.03	\$1,161.69	\$15,471.10	\$14,309.41	\$0.00	\$1,161.69	\$0.00	\$1.47	\$0.00
10013	2Q2009	OP		08/21/2009	\$14,450.74	(\$189.78)	\$14,075.63	\$14,265.41	\$0.00	\$0.00	(\$187.56)	\$0.00	\$0.00
9202	1Q2009	PIF		05/13/2009	\$14,709.77	\$0.00	\$14,536.23	\$14,536.23	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
8557	4Q2008	PIF		02/19/2009	\$16,614.23	\$0.00	\$16,145.49	\$16,145.49	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
7737	3Q2008	PIF		11/20/2008	\$10,905.09	\$0.00	\$10,713.46	\$10,713.46	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
7042	2Q2008	PIF		08/18/2008	\$5,413.83	\$0.00	\$5,193.97	\$5,193.97	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Total					\$112,083.19	\$10,677.26	\$350,772.45	\$340,095.19	\$0.00	\$1,161.69	\$9,627.91	\$1.57	\$0.00

State of Ohio
Ohio Department of Job and Family Services
Medicaid Drug Rebate Program

Manufacturer: JOHN BLISS
(29336) GRACEWAY PHARMACEUTICALS, LLC
222 VALLEY CREEK BLVD., SUITE 300
EXTON, PA 19341

7/1/2011 - 9/30/2011
Quarter Bill: 3Q2011
Invoice Number: 17500

NDC Number	Drug Name	Total Rebate Amount Claimed	Num of Script	State Amt Reimbursed	Other Payments	Total Amount Reimbursed
9336		\$226.42		\$304.74	\$0.00	\$304.74
9336		\$15.17		\$103.20	\$6.00	\$109.20
9336		\$14.85		\$257.13	\$12.00	\$269.13
9336		\$12.20		\$248.69	\$12.00	\$260.69
9336		\$32.99		\$441.53	\$8.00	\$449.53
9336		\$76.93		\$360.69	\$12.00	\$372.69
9336		\$541.20		\$141.60	\$0.00	\$141.60
9336		\$1,209.39		\$5,008.32	\$12.00	\$5,020.32
9336		\$672.50		\$2,764.58	\$446.07	\$3,210.65
9336		\$3,956.02		\$4,848.32	\$133.09	\$4,981.41
Total:		\$6,757.67		\$14,478.80	\$641.16	\$15,119.96
Credit Balance:		\$0.00				
Final Total:		\$6,757.67				



Mike DeWine
Ohio Attorney General

Collections Enforcement
Tel: 614.466.8360
Fax: 614.752.9070

150 East Gay Street, 21st Floor
Columbus, OH 43215
www.ohioattorneygeneral.gov

December 22, 2011

BMC Group, Inc.
Attn: Graceway Claims Processing
18750 Lake Drive East
Chanhassen, MN 55137

Re: Graceway Pharmaceuticals, Inc., et al.

Dear BMC Group:

Enclosed please find an original and one copy of a proof of claim that is being filed on behalf of the Ohio Department of Job and Family Services. Please date stamp the copy and return it to me in the enclosed envelope.

If anything prevents the claim from being filed and registered, please notify me upon receipt of this letter so corrected documents can be sent out on Tuesday, December 27 to arrive by December 28.

Thank you for your assistance in this matter.

Very truly yours,

Donn D. Rosenblum
Principal Assistant Attorney General
Direct (614) 728-5754

Encl. (2)