

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM

1. Name of Debtor (Check Only One):

- 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].

Schedule /Claim ID: S2019008213
Case Nbr/HName: 11-13036
Graceway Pharmaceuticals, LLC

2. Name of Creditor (the person or other entity to whom the Debtor owes money or property): RX Solutions, Inc.

Name and address where notices should be sent:

RX Solutions, Inc.
Attn: Aaron Kim
2300 Main Street
CA 134-1000
Irvine, CA 92614

RECEIVED
DEC 29 2011
BMC GROUP

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

Court Claim Number: _____
(If known)

Filed on: _____

Amount/Classification:
\$558,610.73 Unsecured

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.

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

RX Solutions, Inc.
Attn: Aaron Kim
2300 Main Street
CA 134-1000
Irvine, CA 92614

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.

THIS SPACE IS FOR COURT USE ONLY

Telephone number: 949-221-9976

3. Amount of Claim as of Date Case Filed: \$ 558,610.73

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 provided
(See instruction #4 on reverse side.)

5. Last four digits of any number by which creditor identifies Debtor: _____
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: \$ _____

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

9. Documents: 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.)

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

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

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.*

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



Date: 12/28/11

Signature: _____

Printed Name: _____

Tereza Simonyan
attorney for RX solutions, inc.

EXHIBIT A

**GRACEWAY PHARMACEUTICALS LLC, CASE NO 11-13036
UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE
ATTACHMENT TO PROOF OF CLAIM OF RX SOLUTIONS, INC.**

REBATE PERIOD	AMOUNT BILLED	LATE PENALTY ASSESSMENT	AMOUNT PAID
April 2011	\$89,854.62	\$2452.40	\$8774.38
May 2011	\$91,631.62	\$2771.54	
June 2011	\$91,800.96	\$2112.68	
July 2011	\$80,809.31	\$903.29	
August 2011	\$95,761.80	\$94.45	
September 2011	\$107,653.09		

TOTAL BILLED AMOUNT: \$557,511.40

TOTAL LATE PENALTIES: \$8,334.37

LESS TOTAL PAID: \$8,774.38

TOTAL AS OF SEPTEMBER 27, 2011 \$558,610.73

EXHIBIT B

Documents supporting the claim of RX Solutions Inc. are too voluminous to be attached to the Proof of Claim and are available upon request to RX Solutions Inc.'s counsel at:

Lane Powell PC
Attention: Tereza Simonyan
1420 Fifth Avenue, Suite 4100
Seattle, WA 98101-2338
Direct: 206.223.7082
Fax: 206.223.7107
simonyant@lanepowell.com