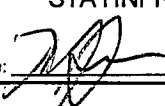



UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
1. Name of Debtor (Check Only One): <input checked="" type="checkbox"/> Graceway Pharmaceuticals, LLC (11-13036) <input type="checkbox"/> Chester Valley Pharmaceuticals, LLC (11-13041) <input type="checkbox"/> Graceway Pharma 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)		PURSUANT TO 11 U.S.C. 502(g)
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].		
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: StayinFront, Inc. 107 Little Falls Road Fairfield, NJ 07004 Attn: Debbie Kirby	<input type="checkbox"/> 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.
Name and address where payment should be sent (if different from above): Telephone number: (973) 461-4800	<input type="checkbox"/> 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. <input type="checkbox"/> Check this box if you are the Debtor or trustee in this case.	
3. Amount of Claim as of Date Case Filed: \$ <u>448,723.54</u> 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. <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.		THIS SPACE IS FOR COURT USE ONLY
4. Basis for Claim: Rejection Damages (See Rider) (See instruction #4 on reverse side.)		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. <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 filing of the bankruptcy petition or cessation of the debtor's business, 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). <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)(____). Amount entitled to priority: \$ _____
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: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Equipment <input type="checkbox"/> 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.		*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
STAYINFRONT, INC. Date: <u>12/28/11</u> Signature:  Printed Name: <u>Thomas R. Buckley</u> Title: <u>Chief Executive Officer</u>		Graceway Pharmaceuticals LLC  00172

GRACEWAY PHARMACEUTICALS, LLC
Case No. 11-13036

Rider to Rejection Damages Proof of Claim of

StayinFront, Inc.

This claim is being submitted in accordance with the Notice of Rejection of Unexpired Leases and Executory Contracts dated November 23, 2011 filed in the Chapter 11 cases of Graceway Pharmaceuticals, LLC, et al., Case No. 11-13036 (PJW) (the "Notice"). On or about January 1, 2010, claimant, StayinFront, Inc. ("StayinFront") entered into a Master Agreement for License and Maintenance of Computer System #180 with Graceway Pharmaceuticals, Inc. (the "Agreement"). Pursuant to the Notice, the Agreement was rejected. This is StayinFront's rejection damages claim pursuant to Section 502(g) of the Bankruptcy Code. The amount of rejection damages sustained by StayinFront is \$448,723.54, calculated as follows:

All fees are outlined in accordance with the terms of the Master Agreement for License and Maintenance of Computer System # 180 by and between StayinFront, Inc. and Graceway Pharmaceuticals, Inc. Exhibit III – Pricing Summary includes the following:

- Annual Support Services @ \$1,888.95 per User per Year for 2010 with annual 5% increases based on 135 Users; 2011 fees @ \$267,758.66 or 1,983.397 per user per year and 2012 fees @ \$281,146.95 or \$2,082.57 per user per year.
- Annual Software Maintenance @ \$49,665 per year.

Section 3 – Additional Orders of the Master Agreement allows for additional orders of software and services to be purchased using a Project Enhancement Request Form. PER #

CVP07004 was executed for twenty – nine (29) additional users requesting StayinFront Support Services.

Section 9 – Project Enhancement Request of the Master Agreement states that all work to be performed under the Master Agreement shall be executed through a PER Form and shall collectively with the Master Agreement constitute the entire Agreement.

Section 12(c) – Data Center Operations / Help Desk of the Master Agreement allows for reimbursement at cost plus 10% for all communications charges for communications equipment provided by StayinFront to be paid by Graceway, necessary to the delivery of the services provided.

The \$448,723.54 is comprised of:

- Outstanding invoices for previously provided services in the amount of \$27,160.63. This sum includes Support Services for \$25,618.88, communications charges for \$791.75 and a Project Enhancement Request for \$750.00.
- December 2011 Support Services calculated @ \$1,983.397 x 164 Users / 12 = \$27,106.43 plus communications fixed costs of \$250/month.
- January 2012 through December 2012:
 - Annual Software Maintenance @ \$49,665.00
 - Support Services for 164 Users @ \$2,082.57/user/year = \$341,541.48
 - Communications fixed costs @ \$250/month for 12 months = \$3,000.00.



December 28, 2011

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

Re: Rejection Damages Proof of Claim and Rider

Dear Sir/Madam:

Attached please find an original Proof of Claim and Annexed Rider, two copies of same and a self-addressed envelope. Please mark one copy "Filed" with the date indicated and return it using the enclosed envelope.

Thank you in advance for your assistance.

Best Regards,

A handwritten signature in cursive script, appearing to read "Ingrid Staats".

Ingrid Staats
Administrative Assistant
StayinFront, Inc.