

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].

2. Name of Creditor (the person or other entity to whom the Debtor owes money or property): Franklin Pharma Services, LLC
 Name and address where notices should be sent:
Franklin Pharma Services, LLC
c/o Kegler, Brown, Hill & Ritter
Attn: Stephanie P. Union
65 East State Street, Suite 1800
Columbus, Ohio 43215

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

 Court Claim Number: 81 & 113
 (if known)

 Filed on: 12/5/11 & 12/19/11

Name and address where payment should be sent (if different from above):
DEC 29 2011
BMC GROUP

 Telephone number:

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.

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

3. Amount of Claim as of Date Case Filed: \$ 38,487.55
 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 prepetition and rejection damages
 (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.
 Date: 12/28/11 Signature: Stephanie P. Union Printed Name: Stephanie P. Union

FOR COURT USE ONLY
 Graceway Pharmaceuticals LLC

 00174

(OH #0071092) Attorney for
 Franklin Pharma Services, LLC

Third Amended Proof of Claim Explanation for Franklin Pharma Services, LLC

Attached hereto are the following documents:

1. Statement showing pre-petition amount due in the amount of \$12,556.26 (further detail of the services and out of pocket expenses is provided in the individual invoices that follow);
2. Invoice #6850 for pre-petition work completed in the amount of \$6,491.58; and
3. Invoice #6890 for both pre-petition and post-petition work. Graceway Pharmaceuticals, LLC (“Debtor”) already paid for the post-petition work, as seen by the \$433.19 credit applied towards the amount due on this invoice. Therefore, Franklin Pharma Services, LLC seeks recovery herein only for pre-petition work completed, in the amount of \$6,064.68.
4. Franklin Pharma Services, LLC is also claiming an additional \$25,931.29 in rejection damages. This amount is comprised of October, 2011 fees and costs of \$6,530.27 (Invoice #6914. This invoice was paid post-petition by Debtor, but is included herewith in case Debtor seeks to recover it later.) and November fees and costs of \$6,549.02 (Invoice #6968). In addition, the claim asserted herein accounts for the twelve (12) months remaining in the contract from December, 2011 until the contract expired, minus overhead costs that were saved by not performing. The contract allowed for a monthly profit of \$1,071. (The contract automatically renews on December 1st of each year. Because Debtor rejected the contract December 2, 2011, the contract had automatically renewed until Dec. 1, 2012. We calculate the remaining period of the contract as October 1, 2011 through December 1, 2012.)¹ The total rejection damages are \$25,931.29.

Adding the rejection damages to the pre-petition damages gives a total claim of \$38,487.55.

This claim is subject to adjustments for payments received on account of the application for an allowance of an administrative expense (which is being filed forthwith) and/or any unavoidable post-petition payments made by the debtor.

¹ The contract between Debtor and Franklin Pharma is available upon request from Debtor but is not attached herewith due to the confidential nature of certain provisions contained therein.

Franklin Pharma Services

500 Atrium Drive
 4th Floor
 Somerset, NJ 08873
 Phone: 732-584-5371

Invoice

Phone #	732-584-5371
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Bill To

Graceway Pharmaceuticals LLC
 Attn: Accounts Payable
 340 MLK Blvd, Suite 400
 Bristol, TN 37620

Account #

Date	Invoice #
8/31/2011	6850

Project	Contact	Due Date	P.O. Number	Service Date
PAP		10/30/2011		August 2011

Quantity	Description	Price Each	Serviced	Amount
63	Re-Order	11.35		715.05
69	Re-Enrollment	11.35		783.15
75	Initial Application	11.35		851.25
1	Project Management Fees	2,500.00		2,500.00
1	Monthly Minimum	1,500.55		1,500.55
1	Postage	76.80		76.80
1	Telephone Expense	62.86		62.86
1	Fax Expense	1.92		1.92

MAIL PAYMENT REMITTANCE ADDRESS
 Franklin Pharma Services
 PO BOX 415191
 Boston, MA 02241-5191

Thank you for your business.

Total	\$6,491.58
Payments/Credits	\$0.00
Balance Due	\$6,491.58

Franklin Pharma Services

500 Atrium Drive
 4th Floor
 Somerset, NJ 08873
 Phone: 732-584-5371

Invoice

Phone #	732-584-5371
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Bill To

Graceway Pharmaceuticals LLC
 Attn: Accounts Payable
 340 MLK Blvd, Suite 400
 Bristol, TN 37620

Account #

Date	Invoice #
9/30/2011	6890

Project	Contact	Due Date	P.O. Number	Service Date
PAP		11/29/2011		September 2011

Quantity	Description	Price Each	Serviced	Amount
81	Initial Application - Request and Yearly Qualification	11.35		919.35
48	Re-Order	11.35		544.80
58	Re-Enrollment	11.35		658.30
1	Project Management Fees	2,500.00		2,500.00
1	Monthly Minimum	1,727.55		1,727.55
1	Postage	74.92		74.92
1	Telephone Expense	68.40		68.40
1	Fax Expense	4.55		4.55

MAIL PAYMENT REMITTANCE ADDRESS
 Franklin Pharma Services
 PO BOX 415191
 Boston, MA 02241-5191

Thank you for your business.

Total	\$6,497.87
Payments/Credits	\$-433.19
Balance Due	\$6,064.68

Franklin Pharma Services

500 Atrium Drive
 4th Floor
 Somerset, NJ 08873
 Phone: 732-584-5371

PAID
 12/05/2011

Invoice

Phone #	732-584-5371
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Bill To

Graceway Pharmaceuticals LLC
 Attn: Accounts Payable
 340 MLK Blvd, Suite 400
 Bristol, TN 37620

Account #

Date	Invoice #
10/31/2011	6914

Project	Contact	Due Date	P.O. Number	Service Date
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		12/15/2011		October 2011
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Quantity	Description	Price Each	Serviced	Amount
69	Initial Application - Request and Yearly Qualification	11.35		783.15
46	Re-Order	11.35		522.10
57	Re-Enrollment	11.35		646.95
1	Project Management Fees	2,500.00		2,500.00
1	Monthly Minimum	1,897.80		1,897.80
1	Postage	98.24		98.24
1	Telephone Expense	79.22		79.22
1	Fax Expense	2.81		2.81

MAIL PAYMENT REMITTANCE ADDRESS

Franklin Pharma Services
 PO BOX 415191
 Boston, MA 02241-5191

Thank you for your business.

Total	\$6,530.27
Payments/Credits	\$-6,530.27
Balance Due	\$0.00

Franklin Pharma Services

500 Atrium Drive
 4th Floor
 Somerset, NJ 08873
 Phone: 732-584-5371

Invoice

Phone #	732-584-5371
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Bill To

Graceway Pharmaceuticals LLC Attn: Accounts Payable 340 MLK Blvd, Suite 400 Bristol, TN 37620
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Account #

Date	Invoice #
11/30/2011	6968

Project	Contact	Due Date	P.O. Number	Service Date
		1/14/2012		November 2011

Quantity	Description	Price Each	Serviced	Amount
89	Initial Application - Request and Yearly Qualification	11.35		1,010.15
72	Re-Order	11.35		817.20
67	Re-Enrollment	11.35		760.45
1	Project Management Fees	2,500.00		2,500.00
1	Monthly Minimum	1,262.20		1,262.20
1	Postage	82.68		82.68
1	PO Box Renewal	48.00		48.00
1	Telephone Expense	66.90		66.90
1	Fax Expense	1.44		1.44

MAIL PAYMENT REMITTANCE ADDRESS
Franklin Pharma Services PO BOX 415191 Boston, MA 02241-5191

Thank you for your business.

Total	\$6,549.02
Payments/Credits	\$0.00
Balance Due	\$6,549.02

STEPHEN C. BARSOTTI
DANIEL J. BENNETT
MARY F. BRENNING
JOHN F. BRODY
ERIN C. CLEARY
ROBERT C. COHEN
KENNETH R. COOKSON
KACIE N. DAVIS
ERIC D. DUFFEE
CATHRYN R. ENSIGN**
BRENDAN P. FEHELEY
LAWRENCE F. FEHELEY
KATHERINE C. FERGUSON
LORIANNE E. FUHRER
DONALD W. GREGORY
ALLEN L. HANDLAN
PAUL R. HESS
THOMAS W. HILL

TIM JOCHIM
CHARLES J. KEGLER
TODD M. KEGLER
TIMOTHY A. KELLEY
RASHEEDA Z. KHAN
MARGEAUX KIMBROUGH
MICHAEL J. MADIGAN
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LARRY J. McCLATCHEY
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PAUL D. RITTER, JR.
JEFFREY D. ROBERTS

KEGLER BROWN
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TIMOTHY T. TULLIS
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RANDALL W. MIKES
S. MICHAEL MILLER
ANEZAL H. MOHAMED
ANDREW J. SONDERMAN

*Resident in Marion Office
**Resident in Cleveland Office

December 28, 2011

Via Overnight Delivery

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

In re: Graceway Pharmaceuticals, LLC
Bankr. District of Delaware, Case No. 11-13036

Dear Sir or Madam:

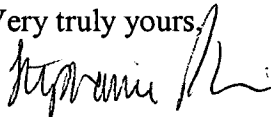
Enclosed please find executed Proof of Claim forms in the Graceway Pharmaceuticals, LLC bankruptcy on behalf of:

- 1) GSW Advertising, LLC;
- 2) Franklin Pharma Services, LLC; and
- 3) Ventiv Commercial Services, LLC.

Please file same and return time-stamped copies to our office in the enclosed, self-addressed, stamped envelope.

Thank you for your cooperation concerning this matter. If you have any questions or require additional information, please do not hesitate to contact me at the number listed below.

Very truly yours,


Stephanie P. Union

SPU/eao

Enclosures

cc (via email w/o enc.): Ms. Cari Barker
Ms. Heather Cordes
Mr. Eric Green

Capitol Square • Suite 1800 • 65 East State Street • Columbus, Ohio 43215-4294
Telephone: (614) 462-5400 • Facsimile (614) 464-2634 • www.keglerbrown.com