

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): Ventiv Commercial Services, LLC

Name and address where notices should be sent:
 Ventiv Commercial 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: _____
 (If known)

Filed on: _____

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

RECEIVED
DEC 29 2011
BMC GROUP

Telephone number: BMC GROUP

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.

3. Amount of Claim as of Date Case Filed: \$ 47,064.98

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.

THIS SPACE IS FOR COURT USE ONLY

4. Basis for Claim: rejection damages pursuant to § 365(g)
 (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: \$ _____

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)(_____).

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.

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: [Handwritten Signature] Printed Name: Stephanie P Union

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Graceway Pharmaceuticals LLC



00175

(OH# 0071052) Attorney for Ventiv Commercial Services, LLC

Proof of Claim Explanation for Ventiv Commercial Services, LLC

This Proof of Claim is being filed herein to account for Rejection Damages under §365(g).

Pursuant to the contract¹ between Graceway Pharmaceuticals, LLC (“Graceway”) and Ventiv Commercial Services, LLC (“Ventiv”), Ventiv was entitled to a month fee of \$7,637.00. The contract would have run through May, 2012. This means there was \$61,096 worth of monthly fees to which it is entitled under the contract, or eight months (from October, 2011 through May, 2012). Ventiv incurred actual expenses of \$5,181.43 in October, 2011 and \$2,387.44 in November, 2011. Adding these to the monthly fees equals \$68,664.87.

The projected profits for December, 2011 through May, 2012 were \$7,278, which is \$1,213.00 per month. Taking the monthly fee of \$7,637 and subtracting the monthly profit of \$1,213 gives a monthly cost of services of \$6,424. Multiplying this monthly cost of services times 6 months gives a savings of \$38,544. Subtracting the \$38,544 from the total fees of \$68,664.87 gives a damages claim of \$30,120.87. Ventiv was also entitled to a Third Quarter bonus of \$9,538.00, plus payroll taxes on that amount of \$906.11. It is also entitled to a Fourth Quarter bonus of \$6,500 (The bonus is based on 2/3rd of the past bonuses paid, as that is how much of the Fourth Quarter work was performed.) Adding this to the damages equals total rejection damages of \$47,064.98.

This claim is subject to adjustments for payments received on account of the application for the 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 Ventiv is available upon request from Debtor but is not attached herewith due to the confidential nature of certain provisions contained therein.

STEPHEN C. BARSOTTI
DANIEL J. BENNETT
MARY F. BRENNING
JOHN P. BRODY
ERIN C. CLEARY
ROBERT G. COHEN
KENNETH R. COOKSON
KACIE N. DAVIS
ERIC D. DUFFEE
CATHRYN R. ENSIGN**
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LAWRENCE F. FEHELEY
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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
Chanhassen, MN 55317

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

Dear Sir or Madam:

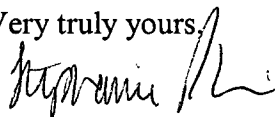
Enclosed please find executed Proof of Claim forms in the Graceway Pharmaceuticals, LLC bankruptcy on behalf of:

- 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