

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].

2. Name of Creditor (the person or other entity to whom the Debtor owes money or property): Hogan Lovells US LLP

Name and address where notices should be sent:

Hogan Lovells US LLP
 555 Thirteenth Street, N.W.
 Washington, D.C. 20004-1109
 Attn: Edward C. Dolan

 Telephone number: (202) 637-5600

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: _____

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

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: \$ 2,214.07

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: Legal services rendered prepetition to the Debtor and at the request of the Debtor.
 (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: Secured by rights of setoff, if any.

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.

Hogan Lovells US LLP
 By: Edward C. Dolan, Partner

Graceway Pharmaceuticals LLC



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Date: 12/28/2011

Signature: _____

Printed Name: _____

Hogan Lovells US LLP Production 3.8

Report ID:

NET INVESTMENT

Report As Of Date: SEPTEMBER 30, 2011

BILL, TMKPR NAME, CLIENT SORT WORD, MATTER NUMBER SORT

MATTER	Unbilled			Accounts Receivable				Unallocated Credits	Investment	Net
	Hours	Matter Value	Costs	Fees	Costs	Other	Costs			
03120 FOX, DAVID M.										
025103 GRACEWAY PHARMACEUTICAL										
025103.000001 FDA REGULATORY	.00	.00	4.16	.00	.00	.00	.00	.00	4.16	4.16
025103.000034 ALDARA FDA LITIG	.00	.00	4.16	.00	.00	.00	.00	.00	4.16	4.16
025103.000038 ZYCLARA REGULATO	.40	256.00	.00	.00	.00	.00	.00	-210.00	46.00	46.00
TOTAL 025103 GRACEWAY PHARMACEUTICAL	.40	256.00	8.32	.00	.00	.00	.00	-210.00	54.32	54.32
00256 HORAN, RICHARD T.										
025103 GRACEWAY PHARMACEUTICAL										
025103.000006 GENERAL COMMERC	.10	60.00	.00	.00	.00	.00	.00	.00	60.00	60.00
025103.000043 METAPHOR	4.10	1826.00	273.75	.00	.00	.00	.00	.00	2099.75	2099.75
TOTAL 025103 GRACEWAY PHARMACEUTICAL	4.20	1886.00	273.75	.00	.00	.00	.00	.00	2159.75	2159.75
REPORT TOTAL:	4.60	2142.00	282.07	.00	.00	.00	.00	-210.00	2214.07	2214.07

December 28, 2011

BY FEDERAL EXPRESS

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

**Re: *In the Graceway Pharmaceuticals, LLC, et al.*
Case No. 11-13036**

Dear Sir or Madam:

Enclosed are an original and one copy of each of the following:

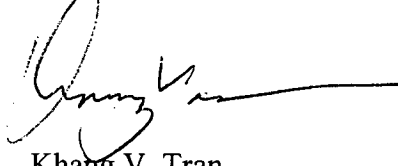
1. Proof of Claim of Hogan Lovells US LLP in the amount of \$2,214.07 against Graceway Pharmaceuticals, LLC;
2. Proof of Claim of Hogan Lovells US LLP in the amount of \$2,214.07 against Graceway Pharma Holdings Corp.;
3. Proof of Claim of Hogan Lovells US LLP in the amount of \$2,214.07 against Graceway Holdings, LLC;
4. Proof of Claim of Hogan Lovells US LLP in the amount of \$2,214.07 against Chester Valley Holdings, LLC;
5. Proof of Claim of Hogan Lovells US LLP in the amount of \$2,214.07 against Chester Valley Pharmaceuticals, LLC;
6. Proof of Claim of Hogan Lovells US LLP in the amount of \$2,214.07 against Graceway Canada Holdings, Inc.; and

7. Proof of Claim of Hogan Lovells US LLP in the amount of \$2,214.07 against Graceway International, Inc.

Please accept the originals for filing, and date stamp and return the copies in the enclosed self-addressed postage prepaid envelope.

Please let me know if you have any questions. Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read 'Khang V. Tran', with a long horizontal flourish extending to the right.

Khang V. Tran

Associate
khang.tran@hoganlovells.com
D 202.637.6528

Enclosures