

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

PROOF OF CLAIM

Name of Debtor: [X] Graceway Pharmaceuticals, LLC (11-13036) [] Chester Valley Pharmaceuticals (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)

Case Number:

NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property): Microsoft Corporation and Microsoft Licensing, GP

COURT USE ONLY

Name and address where notices should be sent: Microsoft Corporation and Microsoft Licensing, GP Joseph E. Shickich, Jr. c/o Riddell Williams P.S. 1001 Fourth Avenue, Suite 4500 Seattle, WA 98154 Telephone number: (206) 624-3600 email: jshickich@riddellwilliams.com

RECEIVED DEC 30 2011 BMC GROUP

Check this box if 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: email:

Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.

1. Amount of Claim as of Date Case Filed: \$ 219,611.67 (See attached) If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges

2. Basis for Claim: Licenses and Agreements (See instruction #2)

3. Last four digits of any number by which creditor identifies debtor: 1 7 5 9

3a. Debtor may have scheduled account as: See instruction #3a

3b. Uniform Claim Identifier (optional): (See instruction #3b)

4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information. Nature of property or right of setoff: Real Estate Motor Vehicle Other Describe: Value of Property: \$ Annual Interest Rate % Fixed or Variable (when case was filed)

Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ Basis for perfection: Amount of Secured Claim: \$ Amount Unsecured: \$

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount. 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 the case was filed or the debtor's business ceased, 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: Graceway Pharmaceuticals LLC 00187

* 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. 6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)

7. Documents: Attached are **redacted** copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and **redacted** copies of documents providing evidence of perfection of a security interest are attached. (See instruction #7, and the definition of "redacted".)

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

If the documents are not available, please explain:

8. Signature: (See instruction #8)

Check the appropriate box.

- I am the creditor.
- I am the creditor's authorized agent.
(Attach copy of power of attorney, if any.)
- I am the trustee, or the debtor,
or their authorized agent.
(See Bankruptcy Rule 3004.)
- I am a guarantor, surety, indorser, or other codebtor.
(See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Joseph E. Shickich, Jr.
 Title: Attorney for Microsoft Corporation and Microsoft Licensing, GP
 Company: RIDDELL WILLIAMS P.S.
 Address and telephone number (if different from notice address above):



12/30/2011

 (Signature) (Date)
Joseph E. Shickich, Jr., of RIDDELL WILLIAMS P.S.
Attorneys for Microsoft Corporation and Microsoft Licensing, GP

Telephone number: _____ email: _____

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

In re: Graceway Pharmaceuticals, LLC
U.S. Bankruptcy Court for the District of Delaware
Case No. 11-13036
Proof of Claim (Continued)

Microsoft Licensing, GP, an affiliate of Microsoft Corporation (collectively "Microsoft" or "Claimant") and Graceway Pharmaceuticals LLC ("Debtor" or "Customer") are parties to the following agreements:

1. Business Agreement No. U8940514
2. Master Agreement No. 01E70763
3. Enterprise Enrollment Agreement No. 7346323

These agreements are the contractual vehicles by which Debtor obtained licenses to use Microsoft software and intellectual property throughout its enterprise. The agreements enable the Debtor to license Microsoft's copyrighted software and products across its enterprise and are payable in three separate annual installments. Attached as Exhibit A is Invoice No. 9816577057 in the amount of \$219,611.67, which represents the third annual installment of licensed software for the period of July 2011 to June 2012.

If Debtor assumes the Agreement, it must pay cure in full. Microsoft reserves the right to amend this Proof of Claim to assert any "cure" due pursuant to 11 U.S.C. § 365(b)(1)(A). Microsoft further reserves the right to amend this Proof of Claim to assert pre-petition rejection damage claims pursuant to 11 U.S.C. § 502(g) in the event the Debtor rejects the Agreement.

This Proof of Claim does not constitute Microsoft's consent to the assumption and assignment of these agreements. The licenses that Debtors have of Microsoft software and products are licenses of copyrighted materials and, therefore, may not be assumed or assigned without Microsoft's consent. *In re Catapult Entertainment*, 165 F.3d 747 (9th Cir. 1999) (since federal patent law excused non-debtor licensor from rendering performance, debtor could not assume or assign the non-exclusive patent license without the non-debtor's licensor's consent). The analysis of the court in *In re Catapult* holds true for non-exclusive copyright licenses. See *In re Access Beyond Technologies, Inc.*, 237 B.R. 32, 48 49 (Bankr. D. Del. 1999) (citing *In re West Elec., Inc.*, 852 F.2d 79 (3d Cir. 1988)); *In re Patient Educ. Media*, 210 B.R. 237, 243 (Bankr. S.D.N.Y. 1997) (holding that debtor could not assume and assign nonexclusive license without copyright owner's consent).

Microsoft reserves the right to amend this Proof of Claim once it can confirm the status of the agreements at issue.

EXHIBIT A

Microsoft Licensing, GP
C/O Bank of America
Rt:026009593/Acct:3751205782 (wire)
Rt:11000012/acct:3751205782 (ACH)
1950 N Stemmons Fwy Ste 5010 LB #842467
DALLASTX75207
United States
Phone:
Telex:
Fax:

Bill to PO Number: 302048
Purchase Order Date: 30-JUN-2009

Page No: 1
Document No: 9816577057
Document Date: 30-JUN-2011
Payment Due Date: 30-JUL-2011

Terms: Net payment due 30 days from invoice date

BILL TO
Graceway Pharmaceuticals, LLC Attn:
Micheal M. Deyton
Customer No: 0005131759
Contact:
340 Martin Luther King Jr. Blvd,
Bristol TN 37620
United States
Customer V.A.T#:
Phone: 423-274-2172
Fax: 4232745572

INDIRECT RESELLER
Contact:

END CUSTOMER
Graceway Pharmaceuticals LLC
Public Customer Number: 8B35043B
Contact:
Phone: 4232742172
Fax: 4232745572
Program Version: E6
Enrollment / Master No:
7346323 / 01E70763

SHIP TO
Graceway Pharmaceuticals, LLC Attn:
Micheal M. Deyton
Customer No: 0005131759
Contact:
340 Martin Luther King Jr. Blvd
Bristol TN 37620
United States
Phone: 423-274-2172
Fax: 4232745572

Line No.	Usage Country	Microsoft Part No.	Description	Lic. Type Level	Pool	Period	Reason Code & Description	Billing Option	Qty Ordered	Unit Price	Extended Amount
000001	United States	761-01635	OfficeEnt ALNG LicSAPk MVL Pkltfm	CUS-A	Enterprise Products	Jul2011-Jun2012	AE	AE	450.00	164.23	73,903.50
000002	United States	76A-00007	EMCAL ALNG LicSAPk MVL Pkltfm DvcCAL wStrvs	CUS-A	Enterprise Products	Jul2011-Jun2012	AE	AE	450.00	136.93	61,618.50
000003	United States	076-04493	Pjct ALNG LicSAPk MVL YrEndPromo	ACP-A	Enterprise Applications	Jul2011-Jun2012	AE	AE	25.00	211.28	5,282.00
000004	United States	D87-04326	VisioPro ALNG LicSAPk MVL YrEndPromo	ACP-A	Enterprise Applications	Jul2011-Jun2012	AE	AE	25.00	198.80	4,970.00
000005	United States	F1P-00101	VSProwMSDNPrem ALNG LicSAPk MVL	ACP-A	Enterprise Applications	Jul2011-Jun2012	AE	AE	1.00	988.68	988.68
000006	United States	395-04277	ExchgSvrEnt ALNG LicSAPk MVL YrEndPromo	ACP-A	Enterprise Servers	Jul2011-Jun2012	AE	AE	1.00	1,449.48	1,449.48
000007	United States	661-04728	WinVisaBsns ALNG UpgrdsAPk MVL Pkltfm wMDOP	CUS-A	Enterprise Products	Jul2011-Jun2012	AE	AE	450.00	56.56	25,452.00
000008	United States	KPA-00669	OCSEnt ALNG LicSAPk MVL YrEndPromo	ACP-A	Enterprise Servers	Jul2011-Jun2012	AE	AE	1.00	1,449.48	1,449.48

MICROSOFT® Licensing, GP

INVOICE

Microsoft Licensing, GP
 C/O Bank of America
 Rt:026009593/Acct:3751205782 (wire)
 Rt:11000012/acct:3751205782 (ACH)
 1950 N Stemmons Fwy Ste 5010 LB #842467
 DALLASTX75207
 United States
 Phone:
 Tele:
 Fax:

Bill to PO Number: 302048
 Purchase Order Date: 30-JUN-2009

Page No: 2
 Document No: 9816577057
 Document Date: 30-JUN-2011
 Payment Due Date: 30-JUL-2011

Terms: Net payment due 30 days from invoice date

Line No.	Usage Country	Microsoft Part No. Description	Lic. Type Level	Pool	Period	Reason Code & Description	Billing Option	Qty Ordered Subscription Qty Ordered	Unit Price	Extended Amount
000009	United States	810-07999 SQLSvrEnt ALNG LicSAPk MVL YrEndPromo	ACP-A	Enterprise Servers	Jul2011-Jun2012		AE	1.00	3,074.16	3,074.16
000010	United States	228-08970 SQLSvrStd ALNG LicSAPk MVL YrEndPromo 1Proc	ACP-A	Enterprise Servers	Jul2011-Jun2012		AE	1.00	2,326.24	2,326.24
000011	United States	J3A-00167 SysCtrCnfgMgrSvr ALNG LicSAPk MVL	ACP-A	Enterprise Servers	Jul2011-Jun2012		AE	1.00	256.94	256.94
000012	United States	P71-01031 WinsvrDataCr ALNG LicSAPk MVL 1Proc	ACP-A	Enterprise Servers	Jul2011-Jun2012		AE	2.00	1,066.86	2,133.72
000013	United States	P72-04099 WinsvrEnt ALNG LicSAPk MVL YrEndPromo	ACP-A	Enterprise Servers	Jul2011-Jun2012		AE	1.00	843.44	843.44
000014	United States	TJA-00501 WINTSCAL ALNG LicSAPk MVL DvcCAL	CUS-A	Enterprise Products	Jul2011-Jun2012		AE	450.00	30.28	13,626.00
000015	United States	76P-01085 SharePoint Server All Lng Lic/SA Pack MVL YrEndPromo	ACP-A	Enterprise Servers	Jul2011-Jun2012		AE	1.00	1,816.08	1,816.08
000016	United States	359-00960 SQLCAL ALNG LicSAPk MVL UsrCAL	ACP-A	Enterprise Servers	Jul2011-Jun2012		AE	25.00	72.65	1,816.25

We hereby certify that the information
 on this invoice is true and correct.

Microsoft Licensing, GP

Total Sale	USD	201,006.47
Tax Amount	USD	18,605.20
Total Amount	USD	219,611.67

When invoices are reprinted, remittance information may change to
 reflect current invoicing operations.



RIDDELL WILLIAMS P.S.

1001 FOURTH AVENUE, SUITE 4500 | SEATTLE, WASHINGTON 98154-1192
206.624.3600 TELEPHONE | 206.389.1708 FACSIMILE
WWW.RIDDELLWILLIAMS.COM

MERI JANKOVIC
206.389.1511
MJANKOVIC@RIDDELLWILLIAMS.COM

LETTER OF TRANSMITTAL

Date: December 29, 2011

To: BMC Group, Inc.
Attn: Graceway Claims Processing
18750 Lake Drive East
Chanhassen, MN 55137

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

VIA HAND DEL EXPRESS MAIL FEDERAL EXPRESS

<u>DOCUMENTS</u>	<u>DATED</u>	<u>DESCRIPTION</u>
1 Original and 1 copy	12/29/2011	Proof of Claim of Microsoft Corporation and Microsoft Licensing, GP

FOR THE FOLLOWING PURPOSE (If you have any questions, please call):

- | | |
|---|--|
| <input type="checkbox"/> For Your Information | <input checked="" type="checkbox"/> For Processing |
| <input type="checkbox"/> Per Our Conversation | <input type="checkbox"/> For Payment |
| <input type="checkbox"/> Per Our Emails | <input type="checkbox"/> For Filing |
| <input type="checkbox"/> For Signature | <input checked="" type="checkbox"/> See Remarks/Further |
| <input type="checkbox"/> For Review and Comment | Instructions Below |

REMARKS/FURTHER INSTRUCTIONS : Please process/file the enclosed **Proof of Claim** and return the copy stamped received/filed to me in the self-addressed and stamped envelope enclosed. Please feel free to call if you have any questions. Thank you.

RIDDELL WILLIAMS P.S.

Meri Jankovic
Administrative Assistant

Enclosures

