

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM

1. Name of Debtor (YOU MUST SELECT ONE AND MAY ONLY SELECT ONE DEBTOR):

- Graceway Pharmaceuticals, LLC (11-13036)
- Graceway Pharma Holding Corp. (11-13037)
- Graceway Holdings, LLC (11-13038)
- Chester Valley Holdings, LLC (11-13039)
- Chester Valley Pharmaceuticals, LLC (11-13041)
- Graceway Canada Holdings, Inc. (11-13042)
- Graceway International, Inc. (11-13043)

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): SUPERVALU INC.

Name and address where notices should be sent:

SUPERVALU INC.
Legal Department
11840 Valley View Road
Eden Prairie, MN 55344-3691

RECEIVED
JAN 25 2012
BMC GROUP

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

Court Claim Number: 165
(If known)

Filed on: 12/29/2011

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

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.

Telephone number: 952.828.4393

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: \$ Not less than \$68,245.45, plus accrued interest, fees, costs and attorneys' fees to the extent applicable

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: SEE attached Exhibit A

(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: SUPERVALU purchased product through McKesson (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.

FOR COURT USE ONLY

Graceway Pharmaceuticals LLC



00207

Date: 1/23/12

Signature: *[Handwritten Signature]*

Printed Name: Kim J. Myrdahl

EXHIBIT A

AMENDED Proof of Claim of SUPERVALU Inc.

In re Graceway Pharmaceuticals, LLC et al., Case No. 11-13036 (PJW)

1. This Claim (the “Claim”) is filed by SUPERVALU Inc. (“Supervalu”), and arises from Supervalu’s purchase of certain products manufactured by the Debtors.
2. The Debtors supply/manufacture certain pharmaceutical products that are distributed to Supervalu for sale to the public.
3. Supervalu has returned certain pharmaceutical products to the Debtors in an amount totaling \$46,006.79, and seeks a full refund of said amount from the Debtors. See attached **Exhibit 1**.
4. Supervalu currently holds approximately \$22,238.96 in store inventory (“Inventory”) which was manufactured by the Debtors and distributed to Supervalu that may become “unsaleable” in the near future. See attached **Exhibit 2**.
5. Accordingly, Supervalu may in the future return the Inventory for a refund from the Debtors and hereby asserts a claim for the amount of the Inventory.
6. As such, Supervalu files this Claim to preserve its rights and assert its claim in an amount no less than \$68,245.45 (\$46,006.49 + \$22,238.96), plus accrued and accruing interest, fees, costs and attorneys’ fees to the extent applicable.
7. Supervalu expressly reserves the right to amend and/or supplement its Claim, to the extent necessary, as additional information is discovered and the record is developed including, without limitation, the right to amend the nature and classification of its claim, or any portion thereof (including whether the amount asserted herein is held in trust or otherwise for the account or benefit of Supervalu).

Exhibit 1

Debit Memo	Comments	VENDOR	Date	Amount	Payment	W/off	TOTAL	PCT.	Day	Aging
SVM1103027888	Mckesson vendor zero credit	GRACEWAY PHARMACEUTICALS	6/13/11	\$ 15,766.41	\$ (0.01)	\$ -	\$ 15,766.40	0.00%	168	121-180
SVM1106030171	Mckesson vendor zero credit	GRACEWAY PHARMACEUTICALS	9/6/11	\$ 15,239.98	\$ (0.01)	\$ -	\$ 15,239.97	0.00%	85	61-90
SVM1107030893	Open	GRACEWAY PHARMACEUTICALS	10/3/11	\$ 9,508.31	\$ -	\$ -	\$ 9,508.31	0.00%	58	46-60
SVM1108031638	Open	GRACEWAY PHARMACEUTICALS	10/31/11	\$ 2,781.61	\$ -	\$ -	\$ 2,781.61	0.00%	31	31-45
SVM1109032347	Open	GRACEWAY PHARMACEUTICALS	11/28/11	\$ 2,710.48	\$ -	\$ -	\$ 2,710.48	0.00%	3	CURRENT
				\$ 46,006.79						

PHARMACEUTICAL RETURNS DEBIT INVOICE

INVOICE #	SVM1103027888	REMIT TO:	MCKESSON DRUG C/O SUPERVALU
INVOICE DATE:	06/13/2011		C/O MCKESSON FINANCIAL CENTER
PAYMENT DUE BY:	07/13/2011		PO BOX 4017
PRODUCT HELD UNTIL:	08/12/2011		DANVILLE IL 61834
VENDOR #	NCV		
A/P #	19030	DEA #:	RM0328408

BILL TO: GRACEWAY PHARMACEUTICALS
 ATTN: RETURNS DEPT.
 881 MT. VIEW ROAD
 PINEY FLATS TN 37686

SHIP TO: GRACEWAY PHARMACEUTICALS
 881 MOUNTAIN VIEW ROAD
 PINEY FLATS TN 37686

To insure proper posting of credit please reference invoice number above.
 To expedite return, send authorization forms to the MedTurn Inc, an Inmar Co. address below.

RX PRODUCT

NDC/UPC	DESCRIPTION	LOT#	EXP. DATE	F/P/E	QTY	PARTIAL %	UNIT COST	EXTENDED COST
29336020025	METROGEL-VAGINAL 0.75% GEL	ADCK	03/31/2011	F	3		30.00	81.00
29336021018	BENZIQ 5.25% WASH	241200	05/31/2011	F	3		66.74	180.21
29336061024	ALDARA 5% CREAM	KC068A	03/31/2011	F	1		737.91	664.12
29336061024	ALDARA 5% CREAM	KD012A	04/30/2011	F	3		737.91	1992.36
29336061024	ALDARA 5% CREAM	KD042A	04/30/2011	F	1		737.91	664.12
29336061024	ALDARA 5% CREAM	KD056A	04/30/2011	F	1		737.91	664.12
29336061024	ALDARA 5% CREAM	KE027A	05/31/2011	F	6		737.91	3984.72
29336061024	ALDARA 5% CREAM	KE048A	05/31/2011	F	8		737.91	5312.96
29336061024	ALDARA 5% CREAM	KF026A	06/30/2011	F	1		737.91	664.12
29336061024	ALDARA 5% CREAM	KF027A	05/31/2011	F	1		737.91	664.12
29336081521	MAXAIR AUTOHALER 0.2 MG AERO	090163	05/31/2011	F	8		124.24	894.56

Sub-Total Rx Piece Processed Value	\$15766.41
Total Rx Pieces Processed	36
Piece Processing Fee @ \$.00/piece	\$.00
Sub-Total Processing Fees	\$.00
Sub-Total	\$15766.41
Total Due	=====
	\$15766.41
	=====

F/P/E => F - Full, P - Partial, E - Exact count

INVOICE #: SVM1103027888

PHARMACEUTICAL RETURNS DEBIT INVOICE

INVOICE #	SVM1106030171	REMIT TO:	MCKESSON DRUG C/O SUPERVALU
INVOICE DATE:	09/06/2011		C/O MCKESSON FINANCIAL CENTER
PAYMENT DUE BY:	10/06/2011		PO BOX 4017
PRODUCT HELD UNTIL:	11/05/2011		DANVILLE IL 61834
VENDOR #	NCV		
A/P #	19030	DEA #:	RM0328408

BILL TO: GRACEWAY PHARMACEUTICALS
 ATTN: RETURNS DEPT.
 881 MT. VIEW ROAD
 PINEY FLATS TN 37686

SHIP TO: GRACEWAY PHARMACEUTICALS
 881 MOUNTAIN VIEW ROAD
 PINEY FLATS TN 37686

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RX PRODUCT

NDC/UPC	DESCRIPTION	LOT#	EXP. DATE	F/P/E	QTY	PARTIAL	UNIT	EXTENDED
						%	COST	COST
29336010011	ATOPICLAIR CREAM	24092A	08/31/2011	F	4		98.11	353.20
29336010011	ATOPICLAIR CREAM	24092B	08/31/2011	F	10		98.11	883.00
29336010011	ATOPICLAIR CREAM	24092C	08/31/2011	F	5		98.11	441.50
29336020025	METROGEL-VAGINAL 0.75% GEL	AGCE	06/30/2011	F	1		30.00	27.00
29336020025	METROGEL-VAGINAL 0.75% GEL	AIDA	08/31/2011	F	6		30.00	162.00
29336020025	METROGEL-VAGINAL 0.75% GEL	AIDD	08/31/2011	F	1		30.00	27.00
29336030710	TAMBOCOR 100 MG TABLET	080389	08/31/2011	F	5		341.40	1536.30
29336061024	ALDARA 5% CREAM	KD042A	04/30/2011	F	1		737.91	664.12
29336061024	ALDARA 5% CREAM	KF026A	06/30/2011	F	6		737.91	3984.72
29336061024	ALDARA 5% CREAM	KF050A	06/30/2011	F	5		737.91	3320.60
29336061024	ALDARA 5% CREAM	KF066A	06/30/2011	F	4		737.91	2656.48
29336061024	ALDARA 5% CREAM	KF077A	06/30/2011	F	1		737.91	664.12
29336061024	ALDARA 5% CREAM	KF077A	06/30/2011	P	1	25%	737.91	184.48
29336081521	MAXAIR AUTOHALER 0.2 MG AERO	090265	07/31/2011	F	3		124.24	335.46

Sub-Total Rx Piece Processed Value	\$15239.98
Total Rx Pieces Processed	53
Piece Processing Fee @ \$.00/piece	\$.00
Sub-Total Processing Fees	\$.00
Sub-Total	\$15239.98
Total Due	=====
	\$15239.98
	=====

F/P/E => F - Full, P - Partial, E - Exact count

INVOICE #: SVM1106030171

PHARMACEUTICAL RETURNS DEBIT INVOICE

INVOICE #	SVM1109032347	REMIT TO:	MCKESSON DRUG C/O SUPERVALU
INVOICE DATE:	11/29/2011		C/O MCKESSON FINANCIAL CENTER
PAYMENT DUE BY:	12/29/2011		PO BOX 4017
PRODUCT HELD UNTIL:	01/28/2012		DANVILLE IL 61834
VENDOR #	NCV	DEA #:	RM0328408
A/P #	UNV		

BILL TO: GRACEWAY PHARMACEUTICALS
 ATTN: RETURNS DEPT.
 881 MT. VIEW ROAD
 PINEY PLATS TN 37686

SHIP TO: GRACEWAY PHARMACEUTICALS
 881 MOUNTAIN VIEW ROAD
 PINEY PLATS TN 37686

To insure proper posting of credit please reference invoice number above.
 To expedite return, send authorization forms to the MedTurn Inc, an Inmar Co. address below.

RX PRODUCT

NDC/UPC	DESCRIPTION	LOT#	EXP. DATE	F/P/E	QTY	PARTIAL %	UNIT COST	EXTENDED COST
29336020025	METROGEL-VAGINAL 0.75% GEL	AKBR	09/30/2011	F	2		30.00	54.00
29336061024	ALDARA 5% CREAM	KF026A	06/30/2011	F	1		737.91	664.12
29336061024	ALDARA 5% CREAM	KF067A	06/30/2011	F	2		737.91	1328.24
29336061024	ALDARA 5% CREAM	KF077A	06/30/2011	F	1		737.91	664.12

Sub-Total Rx Piece Processed Value	\$2710.48
Total Rx Pieces Processed	6
Piece Processing Fee @ \$.00/piece	\$.00
Sub-Total Processing Fees	\$.00
Sub-Total	\$2710.48
Total Due	=====
	\$2710.48
	=====

F/P/E => F - Full, P - Partial, E - Exact count

INVOICE #: SVM1109032347

PHARMACEUTICAL RETURNS DEBIT INVOICE

INVOICE #	SVM1108031638	REMIT TO:	MCKESSON DRUG C/O SUPERVALU
INVOICE DATE:	10/31/2011		C/O MCKESSON FINANCIAL CENTER
PAYMENT DUE BY:	11/30/2011		PO BOX 4017
PRODUCT HELD UNTIL:	12/30/2011		DANVILLE IL 61834
VENDOR #	NCV	DEA #:	RM0328408
A/P #	UNV		

BILL TO: GRACEWAY PHARMACEUTICALS
 ATTN: RETURNS DEPT.
 881 MT. VIEW ROAD
 PINEY FLATS TN 37686

SHIP TO: GRACEWAY PHARMACEUTICALS
 881 MOUNTAIN VIEW ROAD
 PINEY FLATS TN 37686

To insure proper posting of credit please reference invoice number above.
 To expedite return, send authorization forms to the MedTurn Inc, an Inmar Co. address below.

RX PRODUCT

NDC/UPC	DESCRIPTION	LOT#	EXP. DATE	F/P/E	QTY	PARTIAL %	UNIT COST	EXTENDED COST
29336020025	METROGEL-VAGINAL 0.75% GEL	AKBR	09/30/2011	F	1		30.00	27.00
29336061024	ALDARA 5% CREAM	KF066A	06/30/2011	F	2		737.91	1328.24
29336061024	ALDARA 5% CREAM	KF077A	06/30/2011	F	1		737.91	664.12
29336071028	ZYCLARA 3.75% CREAM	KI052A	09/30/2011	F	1		598.45	538.61
29336081521	MAXAIR AUTOHALER 0.2 MG AERO	090330	09/30/2011	F	2		124.24	223.64

Sub-Total Rx Piece Processed Value	\$2781.61
Total Rx Pieces Processed	7
Piece Processing Fee @ \$.00/piece	\$.00
Sub-Total Processing Fees	\$.00
Sub-Total	\$2781.61
Total Due	===== \$2781.61 =====

F/P/E => F - Full, P - Partial, E - Exact count

INVOICE #: SVM1108031638

PHARMACEUTICAL RETURNS DEBIT INVOICE

INVOICE #	SVM1107030893	REMIT TO:	MCKESSON DRUG C/O SUPERVALU
INVOICE DATE:	10/03/2011		C/O MCKESSON FINANCIAL CENTER
PAYMENT DUE BY:	11/02/2011		PO BOX 4017
PRODUCT HELD UNTIL:	12/02/2011		DANVILLE IL 61834
VENDOR #	NCV	DEA #:	RM0328408
A/P #	19030		

BILL TO: GRACEWAY PHARMACEUTICALS
 ATTN: RETURNS DEPT.
 881 MT. VIEW ROAD
 PINEY FLATS TN 37686

SHIP TO: GRACEWAY PHARMACEUTICALS
 881 MOUNTAIN VIEW ROAD
 PINEY FLATS TN 37686

To insure proper posting of credit please reference invoice number above.
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RX PRODUCT

NDC/UPC	DESCRIPTION	LOT#	EXP. DATE	F/P/E	QTY	PARTIAL %	UNIT COST	EXTENDED COST
29336010011	ATOPICLAIR CREAM	24092A	08/31/2011	F	2		98.11	176.60
29336010011	ATOPICLAIR CREAM	24092B	08/31/2011	F	3		98.11	264.90
29336010011	ATOPICLAIR CREAM	24092C	08/31/2011	F	1		98.11	88.30
29336020025	METROGEL-VAGINAL 0.75% GEL	AGCE	06/30/2011	F	1		30.00	27.00
29336020025	METROGEL-VAGINAL 0.75% GEL	AHEA	07/31/2011	F	2		30.00	54.00
29336020025	METROGEL-VAGINAL 0.75% GEL	AKBP	09/30/2011	F	1		30.00	27.00
29336020025	METROGEL-VAGINAL 0.75% GEL	AKBR	09/30/2011	F	1		30.00	27.00
29336061024	ALDARA 5% CREAM	KF026A	06/30/2011	F	2		737.91	1328.24
29336061024	ALDARA 5% CREAM	KF050A	06/30/2011	F	3		737.91	1992.36
29336061024	ALDARA 5% CREAM	KF066A	06/30/2011	F	4		737.91	2656.48
29336061024	ALDARA 5% CREAM	KF077A	06/30/2011	F	2		737.91	1328.24
29336061024	ALDARA 5% CREAM	KF078A	06/30/2011	F	1		737.91	664.12
29336071028	ZYCLARA 3.75% CREAM	KI052A	09/30/2011	F	1		598.45	538.61
29336081521	MAXAIR AUTOHALER 0.2 MG AERO	090330	09/30/2011	F	3		124.24	335.46

Sub-Total Rx Piece Processed Value	\$9508.31
Total Rx Pieces Processed	27
Piece Processing Fee @ \$.00/piece	\$.00
Sub-Total Processing Fees	\$.00
Sub-Total	\$9508.31
Total Due	=====
	\$9508.31
	=====

F/P/E => F - Full, P - Partial, E - Exact count

INVOICE #: SVM1107030893

EXHIBIT 2

Graceway Pharmaceuticals
purchased prior to 9/29/11

Store Inventory -Maxair Inhaler

NDC Number	29336081521
Current quantity on hand	179
Current WAC	\$ 124.24
Net Cost	\$ 22,238.96
Total cost	\$ 22,238.96

Angela K. Lauder, RP®
Litigation Case Manager
Telephone: (952) 828-4393
Facsimile: (952) 828-4403
E-Mail: angela.k.lauder@supervalu.com

January 24, 2012

VIA CERTIFIED MAIL

BMC Group, Inc.
Attn: Graceway Pharmaceuticals Claims Processing
P.O. Box 3020
Chanhassen, MN 55317-3020

RE: Graceway Pharmaceuticals – AMENDED Proof of Claim

Dear Sir/Madam:

Enclosed please find an *Amended* Proof of Claim from SUPERVALU INC. in connection with the above-referenced matter, with Exhibit A.

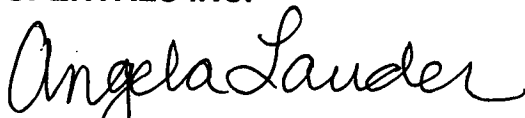
This claim amends Claim No. 165, filed in this matter on December 29, 2011.

Please return an acknowledged copy of the Amended Proof of Claim, which is located in the enclosed, self-addressed stamped envelope, and send all future notices regarding this matter to my attention at the address located above.

Do not hesitate to contact me at 952.828.4393 if you have any questions regarding the enclosed documents.

With kind regards,

SUPERVALU INC.



Angela K. Lauder, RP®
Litigation Case Manager

Enclosures

1.30

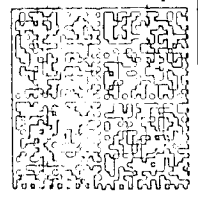
SUPERVALU

SUPERVALU INC.

Corporate Offices
PO Box 990
Minneapolis, MN 55440

669E 9004 0000 0TT0 TT02

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS, EDWARD DOTTED LINE



79021111

049J820
\$06.00
C1/24/12
Label From
US PS

FIRST CLASS MAIL

BMC Group, Inc.
Attn: Graceway Pharmaceuticals Claims Processing
P. O. Box 3020
Chanhasen, MN 55317-3020

RECEIVED

JAN 25 2012

BMC GROUP

IMPORTANT INFORMATION

DO NOT FOLD OR CRUSH