


UNITED STATES BANKRUPTCY COURT		District of Delaware	PROOF OF CLAIM
Name of Debtor Graceway Pharmaceuticals, LLC		Case Number 11-13036	<p>COURT USE ONLY</p> <input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ <i>(If known)</i> Filed on: _____
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): TRC Valley Creek Associates-C, LP			
Name and address where notices should be sent TRC Valley Creek Associates-C, LP; Attn: Eric Schiela c/o Rubenstein Partners 2929 Arch St., 28th Floor, Philadelphia, PA 19104-2868		Telephone number (215) 399-4764 email: eschiela@rubensteinpartners.com	<p><input type="checkbox"/> 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.</p> <p style="font-size: 24pt; font-weight: bold; margin: 0;">RECEIVED</p> <p style="font-size: 24pt; font-weight: bold; margin: 0;">JAN 26 2012</p> <p style="font-size: 24pt; font-weight: bold; margin: 0;">BMC GROUP</p>
Name and address where payment should be sent (if different from above).			
Telephone number:		email:	
1. Amount of Claim as of Date Case Filed: \$		551,631.98	
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.			
<input type="checkbox"/> 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: <u>Lease Rejection</u> (See instruction #2)			
3. Last four digits of any number by which creditor identifies debtor:	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.		Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____	
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other		Basis for perfection: <u>Possession</u>	
Describe: <u>Cash Security Deposit</u>		Amount of Secured Claim: \$ <u>198,931.32</u>	
Value of Property: \$ <u>198,931.32</u>		Amount Unsecured: \$ <u>352,700.66</u>	
Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)			
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.			
<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).	<input type="checkbox"/> 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).	<input type="checkbox"/> Contributions to an employee benefit plan -- 11 U.S.C. § 507 (a)(5).	Amount entitled to priority: \$ _____ Graceway Pharmaceuticals LLC  00209
<input type="checkbox"/> 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).	<input type="checkbox"/> Taxes or penalties owed to governmental units -- 11 U.S.C. § 507 (a)(8).	<input type="checkbox"/> Other -- Specify applicable paragraph of 11 U.S.C. § 507 (a)(____).	
*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. I am the trustee, or the debtor, I am a guarantor, surety, indorser, or other codebtor
 (Attach copy of power of attorney, if any.) or their authorized agent. (See Bankruptcy Rule 3005.)
 (See Bankruptcy Rule 3004.)

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: Eric Schiela
 Title: Managing Principal
 Company: VC Asset Manager LLC, TRC Asset Manager
 Address and telephone number (if different from notice address above):



(Signature)

01/25/2012
 (Date)

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.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:
 Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice

Creditor's Name and Address:
 Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:
 State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:
 State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:
 State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As.
 Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor

3b. Uniform Claim Identifier:
 If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:
 Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).
 If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority

6. Credits:
 An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:
 Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:
 The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, attach a complete copy of any power of attorney, and provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).

Claim

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. § 506 (a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien.

A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507 (a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

**ADDENDUM TO PROOF OF CLAIM FOR LEASE REJECTION DAMAGES OF
TRC VALLEY CREEK ASSOCIATES-C, LP**

I. NOTICE RESPECTING THIS CLAIM

In addition to the name and address provided on the attached proof of claim form, all notices with respect to any claim of TRC Valley Creek Associates-C, L.P (the "Claimant") must also be served upon the following:

Michael G Menkowitz, Esquire
Brian J. Levin, Esquire
Fox Rothschild LLP
2000 Market St. – 20th Floor
Philadelphia, PA 19103
Telephone: 215.299.2000
Facsimile: 215.299.2150
E-mail. mmenkowitz@foxrothschild.com
blevin@foxrothschild.com

John H. Strock, Esquire
Fox Rothschild LLP
919 N Market St., Suite 1300
P.O. Box 2323
Wilmington, DE 19899
Telephone: 302.654.7444
Facsimile: 302.656.8920
E-mail: jstrock@foxrothschild.com

II. NATURE OF CLAIM

Claimant and Debtor, Graceway Pharmaceuticals, LLC, are parties to that certain lease agreement dated January 9, 2007 for non-residential real property (the "Lease"), located at Building 222; Third Floor – Suite 300; Valley Creek Corporate Center; Exton, PA 19341 (the "Property"). A copy of the Lease is attached as Exhibit A. By the Court's order dated December 28, 2011, the Lease was rejected effective December 31, 2011 pursuant to Bankruptcy Code section 365(a) [D.I. 416] (the "Rejection Order"). The Claimant hereby files the following claim for damages resulting from the Debtors' rejection of the Lease.

The Claimant files¹ this proof of claim for lease rejection damages pursuant to the Lease and the Rejection Order Pursuant to the terms of the Rejection Order, the Claimant reserves all rights to seek administrative expense priority for all claims which may arise after December 31, 2011 and/or to which it may be otherwise entitled.

- Rejection Damages:
 - The Property
 - Damages cap pursuant to 11 U.S.C. § 502(b)(6) - rent reserved for the remaining term of the Lease = \$482,634.55 (pursuant to Lease section 3.1, the rent reserved represents five months Minimum Rent² for Lease months 49-60

¹ Claimant reserves all rights, without prejudice, to file any additional claims on account of any other claims it may hold against the Debtors and to amend, supplement, and/or modify any proof of claim filed for any claim it may hold against the Debtors.

² Capitalized terms not defined herein shall have the same meaning ascribed to them in the Lease.

(\$53,123.71/month) and four months at the Minimum Rent for Lease months 61-64 (\$54,254.00/month))

- Pursuant to articles 3, 4, and 5 of the Lease, the Claimant seeks an additional \$68,997.43 for utilities, Taxes, Operating Expenses and any other additional rent due and payable by Debtors pursuant to the terms of the Lease.
- The Security Deposit
 - Pursuant to Lease section 3.7, Claimant currently holds a Security Deposit of approximately \$198,931.32. Claimant reserves all rights to seek relief from the automatic stay for the purpose of setting off the Security Deposit against any claim Claimant may hold against the Debtors.
- Claimant's Pre-Petition Claim:
 - On December 29, 2011, Claimant filed proof of claim number 176 ("Claim No. 176") in the amount of \$12,261.48. Claim No. 176 represents other amounts due under the Lease unrelated to Claimant's rejection damages claim. Nothing contained herein shall amend, supplement, modify, or waive Claimant's rights under Claim No. 176.



Fox Rothschild LLP
ATTORNEYS AT LAW

2000 Market Street, 20th Floor
Philadelphia, PA 19103-3222
Tel 215.299.2000 Fax 215.299.2150
www.foxrothschild.com

John H. Strock
Direct Dial: (215) 299-2922
Email Address: jstrock@foxrothschild.com

January 25, 2012

via FedEx

BMC Group, Inc.
Attn: Graceway Pharmaceuticals Claims Processing
18675 Lake Drive East
Chanhassen, MN 55317

Re: Graceway Pharmaceuticals, LLC/Case No. 11-13036 (PJW)

Gentlemen:

Enclosed please find the original and one copy of the Proof of Claim of TRC Valley Creek Associates-C, L.P. in the above referenced matter.

Kindly file this claim of record and return a date-stamped copy to me in the enclosed envelope.

Very truly yours,

John H. Strock

JS/bh
Enclosures

From: (215) 299-2000
John H. Strock
FoxRothschild
2000 Market Street

Philadelphia, PA 19103

Origin ID: REDA



J12101112190225

Ship Date: 25JAN12
ActWgt: 0.5 LB
CAD: 5193122/WBUS0200

Delivery Address Bar Code



Ref # 076829.00016-1886
Invoice #
PO #
Dept #

RECEIVED
JAN 26 2012
BMC GROUP

SHIP TO: (215) 299-2118

BILL SENDER

BMC Group Inc.
Attn: Graceway Pharmaceuticals
18675 Lake Dr E

Chanhassen, MN 55317

RELEASE#: 3785346

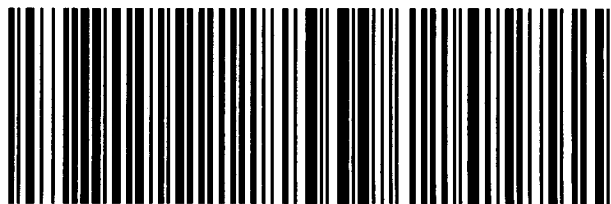
THU - 26 JAN A1
PRIORITY OVERNIGHT

TRK# 7979 8664 0080

0201

55317
MN-US
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512G2/A78E/A278

FOLD on this line and place in shipping pouch with bar code and delivery address visible

1. Fold the first printed page in half and use as the shipping label.
2. Place the label in a waybill pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.
3. Keep the second page as a receipt for your records. The receipt contains the terms and conditions of shipping and information useful for tracking your package.