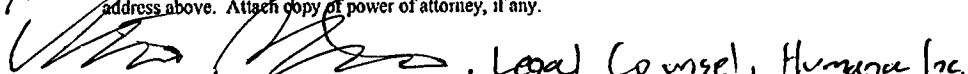



UNITED STATES BANKRUPTCY COURT		District of Delaware	PROOF OF CLAIM
Name of Debtor: Graceway Pharmaceuticals, LLC		Case Number: 11-13036	
<i>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</i>			
Name of Creditor (the person or other entity to whom the debtor owes money or property): Humana, Inc.		<input checked="" type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: <u>00143</u> (If known) Filed on: <u>12/22/2011</u>	
Name and address where notices should be sent: c/o Gregory O. Kaden Goulston & Storrs, P.C. 400 Atlantic Avenue Boston, MA 02110-3333 Telephone number: (617) 482-1776		<div style="border: 1px solid black; padding: 5px; display: inline-block;"> RECEIVED JAN 27 2012 BMC GROUP </div>	
Name and address where payment should be sent (if different from above):		<input type="checkbox"/> 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. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
Telephone number:			
1. Amount of Claim as of Date Case Filed: \$ at least \$93,847.94 (see Annex A) If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> 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.		5. 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. <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 filing of the bankruptcy petition or cessation of the debtor's business, 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). <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)(). Amount entitled to priority: \$ _____ <small>*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.</small>	
2. Basis for Claim: <u>Managed Care Rebate Agreements</u> (See instruction #2 on reverse side.)			
3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)			
4. Secured Claim (See instruction #4 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: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> 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: \$ _____			
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.			
7. Documents: Attach 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. 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 7 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:			
Date: <u>1/25/12</u> 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  00212	

AMENDED ANNEX A

DEBTOR: Graceway Pharmaceuticals, LLC ("Debtor")

CASE NO.: 11-13036

BASIS FOR CLAIM: Obligations Due Under Managed Care Rebate Agreements

CLAIMANT: Humana, Inc. (the "Claimant")

CLAIM AMOUNT: at least \$93,847.94 plus rejection damages

I. Claim for Rebates

Debtor and Claimant are parties to certain managed care rebate agreements (collectively, the "Agreements") pursuant to which Debtor owes Claimant rebates that total at least \$93,847.94. The Agreements are confidential but, on information and belief, are in the possession of the Debtor.

II. Claim for Rejection Damages

Pursuant to *Debtors' Motion for Entry of an Order Authorizing the Debtors to (I) Reject Certain Unexpired Leases of Nonresidential Real Property, (II) Sell Certain Property Outside the Ordinary Course of Business, (III) Abandon Certain Expendable Property and (IV) Reject Certain Executory Contracts* dated December 2, 2011, Debtor seeks to reject the Agreements effective as of December 31, 2011. In addition to the rebates identified above, Claimant hereby asserts any and all claims and damages that may result from such rejection, including, without limitation, any contingent claims for indemnification and all other rights, claims and damages to which Claimant may be entitled under the Agreements or by virtue of their rejection by Debtors.

III. Reservation of Rights

Claimant has generated invoices post-petition under the terms of the Agreements. To date, these invoices total \$99,177.94. The Debtor previously informed the Claimant that each of these invoices would be processed for payment. Since the filing of Claimant's original proof of claim, however, the Debtor has indicated that it would not pay in full certain invoices issued by the Claimant on October 18, 2011 in the aggregate amount of \$34,343.79 (the "October Invoices"). Therefore, Claimant hereby amends the original proof of claim to reflect the October Invoices. Claimant continues to reserve all rights with respect to its unpaid invoices, including but not limited to seeking administrative priority payment of any other invoices it may issue post-petition. Claimant reserves all rights to further amend and supplement this proof of claim.

January 26, 2012

VIA OVERNIGHT DELIVERY

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

Re: In re Graceway Pharmaceuticals, LLC
Chapter 11, Case No. 11-13036

Dear Sir or Madam:

Enclosed for filing please find an amended proof of claim on behalf of Human, Inc. to be filed against Graceway Pharmaceuticals, LLC. Also enclosed please find a copy of the proof of claim to be date-stamped and returned to me in the self-addressed stamped envelope that I have provided for your convenience.

Thank you for your attention to this matter.

Very truly yours,



Stacey A. Mordas
Paralegal

Enclosures

GSDOCS-1493614-1

Phone:

Goulston & Storrs

Mordas, Stacey
400 Atlantic Ave
Boston, MA 02110

9700
01/26/2012
03:18PM
1 Of: 1

Shipped Via
Mercury Business Services, Inc.
(617) 723-5205

Version: 4.00.01.19 M

Recipient: BMC Group, Inc.
Attn: Graceway Pharmaceutical
Claims Processing
18675 Lake Drive
CHANHASSEN, MN 55317

LTR

Recipient Phone#:
Sender's Name: MORDAS, STACEY A. **Reference No.:** 14547.0002.1407

Declared Value: \$100



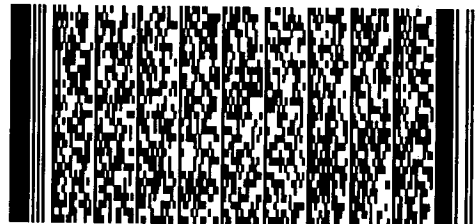
Service Level: NEXTAM

Instructions:

RECEIVED

JAN 27 2012

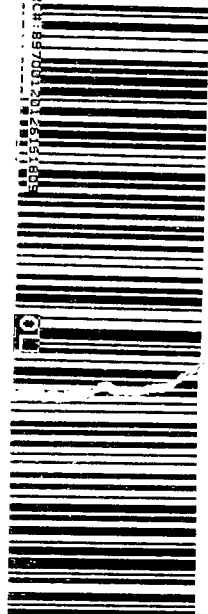
BMC GROUP



Tracking No.: B9700120126151809

Liability of Mercury Business Services, Inc. is limited to \$100.00 unless otherwise agreed to in writing.

KH MERC#: B9700120126151809

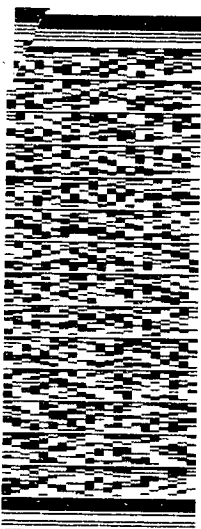


XH FBLA

55317
MN-US
MSP

TRK# 5179 2009 0004
0201

FRI - 27 JAN A1
PRIORITY OVERNIGHT



Ref: 9700/14547.0002.1407 MORDAS, S

0000000000

BMC GROUP, INC.
ATTN: GRACEWAY PHARMACEUTICAL C
18675 LAKE DRIVE
CHANHASSEN MN 55317

CNT 1 of 1

ORIGIN ID: LUMR (617) 723-5205
MERCURY
61 BATTERYMARCH STREET
BOSTON MA 02110
UNITED STATES

SHIP DATE: 26JAN12
ACTWGT: 1 LB
CRD: 853298/KMCS14061502
BILL SENDER

Information provided by Mercury Business Services, Inc. is for informational purposes only. It is not intended to constitute an offer of insurance or any other financial product. Mercury Business Services, Inc. is not licensed to sell insurance or any other financial product in the state of Minnesota. For more information, please contact your agent or Mercury Business Services, Inc. at (617) 723-5205.

