

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

GRACEWAY PHARMACEUTICALS, LLC,  
*et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 11-13036 (PJW)

Jointly Administered

**NOTICE OF DEADLINE REQUIRING FILING OF PROOFS OF CLAIMS  
FOR § 503(b)(9) CLAIMS ON OR BEFORE DECEMBER 16, 2011**

<b>DEBTOR(S)</b> <b>(Other names, if any, used by the Debtor(s) in the last 6 years appear in parentheses)</b>	<b>CASE NO.</b>	<b>EIN #</b>	<b>ADDRESS</b>
<b>Graceway Pharma Holding Corp.</b> (Aldara, Atopiclair, Zyclara, Maxair, Minitran, Tambocor, MetroGel Vaginal, Estrasorb, Norflex, Calcium Disodium Versenate, Duromine, Theolair, Norgestic, Norgestic Forte, and Benziq)	11-13037	27-3569175	340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620
<b>Graceway Holdings, LLC</b> (Aldara, Atopiclair, Zyclara, Maxair, Minitran, Tambocor, MetroGel Vaginal, Estrasorb, Norflex, Calcium Disodium Versenate, Duromine, Theolair, Norgestic, Norgestic Forte, and Benziq)	11-13038	20-4182502	
<b>Graceway Pharmaceuticals, LLC</b> (Aldara, Atopiclair, Zyclara, Maxair, Minitran, Tambocor, MetroGel Vaginal, Estrasorb, Norflex, Calcium Disodium Versenate, Duromine, Theolair, Norgestic, Norgestic Forte, and Benziq)	11-13036	14-1965385	

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Graceway Pharma Holding Corp., a Delaware corporation (9175), Case No. 11-13037 (PJW); Graceway Holdings, LLC, a Delaware limited liability company (2502), Case No. 11-13038 (PJW); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385), Case No. 11-13036 (PJW); Chester Valley Holdings, LLC, a Delaware limited liability company (9457), Case No. 11-13039 (PJW); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713), Case No. 11-13041 (PJW); Graceway Canada Holdings, Inc., a Delaware corporation (6663), Case No. 11-13042 (PJW); and Graceway International, Inc., a Delaware corporation (2399), Case No. 11-13043 (PJW). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620 (Attn: John Bellamy). On October 4, 2011, Graceway Canada Company filed an application in the Ontario Superior Court of Justice (Commercial List) pursuant to the *Courts of Justice Act*, R.S.O. 1990, c. C. 43.

<b>Chester Valley Holdings, LLC</b> (Aldara, Atopiclair, Zyclara, Maxair, Minitran, Tambocor, MetroGel Vaginal, Estrasorb, Norflex, Calcium Disodium Versenate, Duromine, Theolair, Norgesic, Norgesic Forte, and Benziq)	11-13039	20-1929457	
<b>Chester Valley Pharmaceuticals, LLC</b> (Aldara, Atopiclair, Zyclara, Maxair, Minitran, Tambocor, MetroGel Vaginal, Estrasorb, Norflex, Calcium Disodium Versenate, Duromine, Theolair, Norgesic, Norgesic Forte, and Benziq)	11-13041	20-1933713	
<b>Graceway Canada Holdings, Inc.</b> (Aldara, Atopiclair, Zyclara, Maxair, Minitran, Tambocor, MetroGel Vaginal, Estrasorb, Norflex, Calcium Disodium Versenate, Duromine, Theolair, Norgesic, Norgesic Forte, and Benziq)	11-13042	20-8046663	
<b>Graceway International, Inc.</b> (Aldara, Atopiclair, Zyclara, Maxair, Minitran, Tambocor, MetroGel Vaginal, Estrasorb, Norflex, Calcium Disodium Versenate, Duromine, Theolair, Norgesic, Norgesic Forte, and Benziq)	11-13043	26-0212399	

**PLEASE TAKE NOTICE THAT:**

The United States Bankruptcy Court for the District of Delaware (the “**Court**”) has entered an Order (the “**503(b)(9) Administration Order**”) (i) establishing **5:00 p.m. (prevailing Eastern Time) on December 16, 2011** (the “**503(b)(9) Claim Filing Deadline**”) as the last date for each person or entity (including individuals, partnerships, corporations, joint ventures, and trusts) to file a proof of claim (a “**Proof of 503(b)(9) Claim**”) against Graceway Pharma Holding Corp.; Graceway Holdings, LLC; Graceway Pharmaceuticals, LLC; Chester Valley Holdings, LLC; Chester Valley Pharmaceuticals, LLC; Graceway Canada Holdings, Inc.; and Graceway International, Inc. (the “**Debtors**”) for any claim asserted under 11 U.S.C. § 503(b)(9) (a “**503(b)(9) Claim**”).

The 503(b)(9) Claim Filing Deadline and the procedures set forth below for filing Proofs of 503(b)(9) Claim apply only to all claims for the value of goods received by any Debtor within twenty days before September 29, 2011 (the “**Petition Date**”) where the goods were sold to the debtor in the ordinary course of such Debtor’s business.

**PART I. WHO MUST FILE A PROOF OF 503(b)(9) CLAIM**

You **MUST** file a Proof of 503(b)(9) Claim to share in distributions from the Debtors’ bankruptcy estates if you have a claim (as defined in Section 101(5) of the Bankruptcy Code) for an administrative expense under Section 503(b)(9) of the Bankruptcy Code for the value of any goods received by any Debtor within twenty days prior to the Petition Date in which the goods were sold to such Debtor in the ordinary course of such Debtor’s business. Such claims must be filed so as to be actually received on or prior to the 503(b)(9) Claim Filing Deadline, even if such

claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Filing Date.

If you have a claim other than one asserted under Section 503(b)(9) of the Bankruptcy Code, you do not have to file a Proof of 503(b)(9) Claim with respect to such claim. Procedures for such claims will be determined in a separate order of the Court.

**This notice is being sent to many persons who have historically sold goods to the Debtors but may not have a 503(b)(9) Claim against the Debtors. The fact that you have received this notice does not mean that you have a 503(b)(9) claim against the Debtors.**

## **PART II. WHAT TO FILE**

The Debtors are enclosing a Proof of 503(b)(9) Claim form for use in the Debtors' cases. You may utilize the Proof of 503(b)(9) Claim form provided by the Debtors to file your claim. Additional Proof of 503(b)(9) Claim forms (as well as copies of the 503(b)(9) Administration Order) may be obtained at [www.bmcgroup.com/graceway](http://www.bmcgroup.com/graceway), or can be requested by calling (888) 909-0100 from within the United States or +1 (310) 321-5555 if calling from outside the United States.

All Proofs of 503(b)(9) Claims must identify, with specificity: (a) the value of goods the Debtors received within twenty days prior to the Petition Date; (b) documentation, including invoices, receipts, bills of lading and the like, identifying such goods for which the claim is being asserted; and (c) documentation identifying which of the Debtors the goods were shipped to, the date such goods were received by such Debtor, and the alleged value of such goods. Any holder of a 503(b)(9) Claim against more than one Debtor must file a separate Proof of 503(b)(9) Claim with respect to each such Debtor.

All Proof of 503(b)(9) Claim forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. It must be written in English and be denominated in United States currency.

## **PART III. WHEN AND WHERE TO FILE**

All Proofs of 503(b)(9) Claim against the Debtors must be filed so as to be actually received at the following address **on or before 5:00 p.m. (prevailing Eastern Time) on December 16, 2011:**

### **IF DELIVERED BY MAIL:**

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

### **IF DELIVERED BY HAND DELIVERY OR OVERNIGHT COURIER:**

BMC Group, Inc.  
Attn: Graceway Claims Processing  
18750 Lake Drive East  
Chanhassen, MN 55317

Proofs of 503(b)(9) Claim will be deemed filed only when received by BMC Group, Inc. at one of the addresses listed above, on or before 5:00 p.m. (prevailing Eastern Time) on the 503(b)(9) Claim Filing Deadline. Proofs of 503(b)(9) Claim may not be delivered by facsimile, telecopy or electronic mail transmission.

**PART IV. CONSEQUENCES OF FAILURE TO FILE A PROOF OF 503(b)(9) CLAIM  
BY THE 503(b)(9) CLAIM FILING DEADLINE**

Any person or entity who fails to file a Proof of 503(b)(9) Claim on or before the 503(b)(9) Claim Filing Deadline shall be forever barred and estopped from utilizing any other means for the assertion, reconciliation, allowance, resolution, or satisfaction of any 503(b)(9) Claim, including, without limitation, the filing of a motion for allowance or to compel payment of any 503(b)(9) Claim.

**A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT THEIR OWN ATTORNEY REGARDING ANY MATTERS RELATED TO THIS NOTICE, INCLUDING WHETHER THE HOLDER SHOULD FILE A PROOF OF 503(b)(9) CLAIM.**

Questions concerning the contents of this Notice and requests for Proofs of 503(b)(9) Claim forms should be directed to BMC Group, Inc., at [www.bmcgroup.com/graceway](http://www.bmcgroup.com/graceway) or can be requested by calling (888) 909-0100 from within the United States or +1 (310) 321-5555 if calling from outside the United States. Please note that BMC Group, Inc.'s staff is not permitted to give legal advice. You should consult your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a Proof of 503(b)(9) Claim.

Dated: October 17, 2011  
Wilmington, Delaware

Respectfully Submitted,



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Michael R. Nestor (No. 3526)

Kara Hammond Coyle (No. 4410)

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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-and-

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233 South Wacker Drive

Chicago, IL 60606

Telephone: (312) 876-7700

Facsimile: (312) 993-9767

ATTORNEYS FOR DEBTORS AND  
DEBTORS-IN-POSSESSION

## Proof of 503(b)(9) Claim Form

Graceway Pharmaceuticals, LLC, et al., Case No. 11-13036, Chapter 11 Jointly Administered

11 U.S.C. § 503(b)(9) provides that "[a]fter notice and a hearing, there shall be allowed administrative expenses . . . including . . . the value of any goods received by the debtor within 20 days before the date of commencement of a [bankruptcy case] in which the goods have been sold to the debtor in the ordinary course of such debtor's business." Your receipt of this form does not mean you hold a claim that is entitled to Section 503(b)(9) treatment.

**Claimants should submit a signed original Proof of 503(b)(9) Claim form asserting such 503(b)(9) Claim, together with accompanying documentation, by mail, hand delivery, or overnight courier, to the following address:**

**If by Mail:**

BMC Group, Inc.  
Attn: Graceway Claims Processing  
PO Box 3020  
Chanhausen, MN 55317-3020

**If by Hand Delivery or Overnight Courier:**

BMC Group, Inc.  
Attn: Graceway Claims Processing  
18750 Lake Drive East  
Chanhausen, MN 55317

With copies to:

- (a) Latham & Watkins LLP, 233 South Wacker Drive, Suite 5800, Chicago, Illinois 60606 (Attn: Josef S. Athanas, Esq. and Matthew L. Warren, Esq.);
- (b) Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17<sup>th</sup> Floor, P.O. Box 391, Wilmington, Delaware 19899 (Attn: Kara Hammond Coyle, Esq.); and
- (c) Graceway Pharmaceuticals, LLC, c/o John A. A. Bellamy, Executive Vice President & General Counsel, 340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620.

**Debtor against which claim is asserted: (Check Only One)**

- |  |  |
|--|--|
| <input type="checkbox"/> Graceway Pharma Holding Corp. Case No. 11-13037 | <input type="checkbox"/> Chester Valley Pharmaceuticals, LLC Case No. 11-13041 |
| <input type="checkbox"/> Graceway Holdings, LLC Case No. 11-13038        | <input type="checkbox"/> Graceway Canada Holdings, Inc. Case No. 11-13042      |
| <input type="checkbox"/> Graceway Pharmaceuticals, LLC Case No. 11-13036 | <input type="checkbox"/> Graceway International, Inc. Case No. 11-13043        |
| <input type="checkbox"/> Chester Valley Holdings, LLC Case No. 11-13039  |  |

**NOTE: This form must be served upon BMC Group, Inc., at one of the above-referenced addresses on or prior to December 16, 2011. The form may be submitted in person or by courier service, hand delivery or mail. Facsimile, email or electronic submissions will not be accepted. Requests shall be deemed filed when actually received by BMC Group, Inc.**

**Name of Creditor:**

*(the person or other entity to whom the debtor owes money or property)*

- Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach a copy of statement giving particulars.
- Check box if you have asserted a reclamation demand for any of the Goods referenced on this claim form. Attach statement identifying any such goods.

**Name and Address Where Notices Should Be Sent:**

**Telephone No.:**

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: \_\_\_\_\_

Check here if this claim:  replaces  amends a previously filed claim, dated: \_\_\_\_\_

**1. TOTAL AMOUNT OF SECTION 503(b)(9) CLAIM: \$ \_\_\_\_\_.**

**2. DATE OF DELIVERY OF GOODS: \_\_\_\_\_.**

Attach proof of delivery of such goods.

**3. BRIEF DESCRIPTION OF CLAIM AND GOODS:**

Attach particular invoices for which any of the amounts described in this form was applied.

**4. SUPPORTING DOCUMENTS:** Attach copies of supporting documents, such as invoices, receipts, bills of lading, promissory notes, purchase orders, itemized statements of running accounts, or contracts. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. Any attachments must be 8-1/2" by 11".

*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.*

**5. DATE-STAMPED COPY:** To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

**6. ORDINARY COURSE CERTIFICATION:** By signing this claim form, you are certifying that the goods, for which payment is sought hereby, were sold to the debtor in the ordinary course of the debtor's business and were received by the debtor within twenty days prior to September 29, 2011 as required by 11 U.S.C. § 503(b)(9).

Print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any)

\_\_\_\_\_  
Date

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Signature