

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

In re:

GRACEWAY PHARMACEUTICALS, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 11-13036 (PJW)

Jointly Administered

**NOTICE OF FILING OF FIRST AMENDED STATEMENT OF FINANCIAL AFFAIRS
OF GRACEWAY PHARMACEUTICALS, LLC**

PLEASE TAKE NOTICE that pursuant to Rule 1009(a) of the Federal Rules of Bankruptcy Procedure, Graceway Pharmaceuticals, LLC, a debtor and debtor in possession in the above-captioned cases, hereby files its First Amended Statement of Financial Affairs.

Dated: January 5, 2012
Wilmington, Delaware

Respectfully Submitted,



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-and-

¹ 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.

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AND DEBTORS-IN-POSSESSION

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

GRACEWAY PHARMACEUTICALS, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 11-13036 (PJW)

Jointly Administered

**FIRST AMENDED GLOBAL NOTES AND STATEMENT OF
LIMITATIONS, METHODOLOGY AND DISCLAIMERS
REGARDING THE DEBTORS' SCHEDULES OF ASSETS
AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Graceway Pharmaceuticals, LLC ("**Graceway**") and certain of its subsidiaries and equity holders, as debtors and debtors-in-possession in the above-captioned chapter 11 cases (the "**Debtors**"), with the assistance of their advisors, have filed their respective Schedules of Assets and Liabilities (the "**Schedules**") and Statements of Financial Affairs (the "**Statements**") with the United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**"), pursuant to Section 521 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "**Bankruptcy Code**") and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**").

Brian G. Shrader has signed each of the Schedules on behalf of the Debtors. Mr. Shrader is the Chief Financial Officer of Graceway and is an authorized signatory for each of the other Debtors. John A. A. Bellamy has signed each of the Statements on behalf of the Debtors. Mr. Bellamy is the Executive Vice President and General Counsel of Graceway and is an authorized signatory for each of the other Debtors. In reviewing and signing the Schedules and Statements, Mr. Bellamy and Mr. Shrader have necessarily relied upon the efforts, statements and representations of various personnel of the Debtors. Mr. Bellamy and Mr. Shrader have not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors.

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These Global Notes and Statement of Limitations, Methodology and Disclaimers Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs (the "**Global Notes**") pertain to, are incorporated by reference in, and comprise an integral part of all of the Schedules and Statements. The Global Notes should be referred to and reviewed in connection with any review of the Schedules and Statements.²

The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles ("**GAAP**"), nor are they intended to be fully reconciled with the financial statements of each Debtor. The Schedules and Statements contain unaudited information that is subject to further review and potential adjustment. The Schedules and Statements reflect the Debtors' reasonable best efforts to report the assets and liabilities of each Debtor on an unconsolidated basis. All amounts contained in the Schedules and Statements are in U.S. dollars unless otherwise noted.

In preparing the Schedules and Statements, the Debtors relied on financial data derived from their books and records that was available at the time of such preparation. Although the Debtors have made reasonable efforts to ensure the accuracy and completeness of such financial information, subsequent information or discovery may result in material changes to the Schedules and Statements. As a result, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend, supplement or otherwise modify the Schedules and Statements as is necessary and appropriate.

Nothing contained in the Schedules and Statements shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 cases, including, without limitation, any issues involving substantive consolidation, equitable subordination, defenses and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant nonbankruptcy laws.

Description of Cases. On September 29, 2011 (the "**Petition Date**"), each of the Debtors filed a petition with this Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. On September 30, 2011, the Court entered an order consolidating these Chapter 11 Cases for procedural purposes only [Docket No. 42]. On October 11, 2011, the Office of the United States Trustee appointed an official committee of unsecured creditors pursuant to Section 1102 of the Bankruptcy Code.

Reporting Date. Each Debtor's fiscal year ends on December 31. All descriptions of assets on the Schedules and answers to questions on the Statements, except where otherwise noted, are reported as of the close of business on September 28, 2011.

² The Global Notes are in addition to the specific notes contained in each Debtor's Schedules and Statements. The fact that the Debtors have prepared a Global Note with respect to any of the Schedules and Statements and not to others should not be interpreted as a decision by the Debtors to exclude the applicability of such Global Note to any of the Debtors' remaining Schedules and Statements.

Consolidated Books and Records. The books and records of all Debtors are consolidated into the books and records of Graceway Pharmaceuticals, LLC. This consolidation is reflected in the Schedules and Statements, except with respect to Graceway Canada Holdings, Inc. and Graceway International, Inc. The Debtors were able to separate out the transactions of these two Debtors from the consolidated books and records of the other Debtors, and therefore, such separate transactions are reflected in the Schedules and Statements. The Debtors have made reasonable efforts to attribute assets and liabilities to the correct Debtor entity; however, the Debtors reserve all rights to amend such attributions.

Recharacterization. Notwithstanding the fact that the Debtors have used their reasonable best efforts to correctly characterize, classify, categorize or designate certain claims, assets, executory contracts, unexpired leases and other items reported in the Schedules and Statements, the Debtors nonetheless may have improperly characterized, classified, categorized, designated or omitted certain items. Thus, the Debtors reserve all rights to recharacterize, reclassify, recategorize, redesignate, add or delete items reported in the Schedules and Statements at a later time as is necessary and appropriate, as additional information becomes available, including, but not limited to, whether contracts listed herein were executory as of the Petition Date or remain executory postpetition. The Debtors have made reasonable efforts to bifurcate liabilities into pre- and postpetition amounts; however, the Debtors reserve all rights to amend such determinations.

Liabilities. The liabilities listed on the Schedules do not reflect any analysis of claims under Section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all rights to dispute and challenge the validity of any claims asserted under Section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's claim. In addition, the Debtors reserve all rights to amend, supplement or otherwise modify the Liability Schedules as is necessary and appropriate for any other reason.

Book Value. The Debtors have concluded, in the exercise of their business judgment, that it would be inefficient and costly to obtain current market valuations of their assets. Accordingly, unless otherwise noted, the value of each asset and liability reflects the book value of the asset or liability according to the Debtors' accounting books and records. The Debtors reserve their rights to amend or adjust the value of each asset or liability set forth in the Schedules and Statements.

Insiders. For purposes of the Schedules and Statements, the Debtors define "insiders" pursuant to Section 101(31) of the Bankruptcy Code as (a) directors; (b) officers; (c) shareholders holding in excess of 5% of the voting shares; (d) relatives of directors, officers or shareholders of the Debtors (to the extent known by the Debtors); and (e) Debtor/non-Debtor affiliates. The Debtors define "directors" as members of the board of directors of the Debtors.

The Debtors do not believe that the employees of the Debtors with the title "vice president," including "senior vice president," constitute "insiders" pursuant to Section 101(31). However, out of an abundance of caution, the Debtors have included—solely with respect to disclosures relating to bonuses and any non-ordinary course payments—all employees with a title of vice president.

For the avoidance of doubt, persons listed as “insiders” have been included for informational purposes only. The Debtors do not take any position in the Schedules and Statements with respect to: (a) such person’s influence over the control of the Debtors; (b) the management responsibilities or functions of such individual; (c) the decision-making or corporate authority of such individual; or (d) whether such individual could successfully argue that he or she is not an “insider” under applicable law, including, without limitation, the federal securities laws, or with respect to any theories of liability or for any other purpose. The Debtors reserve all rights to assert that any individual referenced in the Schedules and Statements is or is not an insider and to present and submit evidence relating to such a determination.

Intercompany Claims. Receivables and payables among the Debtors and their affiliates (each an “**Intercompany Receivable**” or “**Intercompany Payable**” and, collectively, the “**Intercompany Claims**”) are reported on the Debtors’ Schedule B and Schedule F, respectively. These Intercompany Claims have been listed as of close of business on September 28, 2011. The listing of these amounts is not and shall not be construed as an admission of the characterization of such balances as debt, equity or otherwise. Intercompany Claims represent all transactions between affiliate Debtor and non-debtor entities, including cash and non-cash transactions. Intercompany Claims have not been scheduled for the Debtors whose books and records have been consolidated, as discussed above.

Intellectual Property Rights. Exclusion of certain intellectual property from the Schedules shall not be construed as an admission that such intellectual property rights have been abandoned, have been terminated or otherwise expired by their terms or have been assigned or otherwise transferred pursuant to a sale, acquisition or other transaction. Conversely, inclusion of certain intellectual property on the Schedules shall not be construed as an admission that such intellectual property rights have not been abandoned, have not been terminated or otherwise expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition or other transaction. The Debtors have made diligent efforts to attribute intellectual property to the rightful Debtor entity; however, in some instances, intellectual property listed on the Schedules of one Debtor entity may, in fact, be owned by another. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights.

Classifications. Listing a claim on (1) Schedule D as “secured,” (2) Schedule E as “priority” or (3) Schedule F as “unsecured,” or listing a contract on Schedule G as “executory” or “unexpired,” does not constitute an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors’ right to recharacterize or reclassify such claim or contract.

Claims Description. The Debtors have made reasonable efforts to properly classify each claim as “contingent” (“**C**”), “unliquidated” (“**U**”) or “disputed” (“**D**”). Claim amounts that could not be fairly quantified by the Debtors are scheduled as “undetermined” and with a C, U and/or D notation, as deemed appropriate given the individual circumstances. Any failure to designate a claim on the Debtors’ Schedules as C, U and/or D does not constitute an admission by the Debtors that such claim is not “contingent,” “unliquidated” or “disputed.” The Debtors reserve the right to dispute or to assert offsets or defenses to any claim reflected on its Schedules and Statements as to amount, liability, priority, status or classification or to otherwise subsequently designate any claim as “contingent,” “unliquidated” or “disputed.”

Causes of Action. Despite their reasonable best efforts, the Debtors may not have identified and/or set forth all of their causes of action (filed or potential) against third parties as assets in their Schedules and Statements. The Debtors reserve all rights with respect to any causes of action and nothing in the Global Notes or the Schedules and Statements shall be deemed a waiver of any such causes of action.

Confidentiality. Addresses of individuals are generally not included in the Schedules and Statements. The Debtors will mail any required notice or other documents to the address listed in their books and records for such individuals. Additionally, individuals names, other than insiders, have generally been redacted in the Schedules and Statements.

Excluded Assets and Liabilities. The Debtors have excluded certain categories of assets and liabilities from the Schedules and Statements, such as goodwill and intangibles. Other immaterial assets and liabilities may also have been excluded. The balance sheet reflects liabilities recognized in accordance with GAAP; however, not all such liabilities would result in a claim against the Debtors, and thus, certain liabilities (including certain reserves and product-related accruals) have not been included in the Schedules and Statements. The Debtors have not set forth executory contracts as assets in their Schedules and Statements. The Debtors' executory contracts and unexpired leases have been set forth in Schedule G.

The Debtors have requested Bankruptcy Court authority to honor and/or pay certain prepetition claims including, but not limited to, outstanding prepetition wages to current employees and outstanding prepetition taxes. Accordingly, these liabilities have been or will be satisfied and are not listed in the Schedules and Statements.

Property and Equipment. The Debtors lease property and equipment from certain third-party lessors. Any such leases are set forth in the Schedules and Statements. Nothing in the Schedules and Statements is or shall be construed as an admission regarding any determination as to the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all of their rights with respect to any such issue.

Totals. All totals included in the Schedules and Statements represent totals of all the known amounts included in the Schedules and Statements and exclude items identified as "undetermined." To the extent that there are unknown or undetermined amounts, the actual total may be materially different from the listed total.

Liens. Unless otherwise noted, property, inventory and equipment listed in the Schedules and Statements are presented without consideration of any liens that may attach (or have attached) to such property, inventory and equipment.

Setoffs, Credits and Similar Rights. The Debtors incur certain setoffs from customers and suppliers in the ordinary course of business. Pharmaceutical companies such as the Debtors sell products through a network of large wholesale drug distributors ("**Wholesalers**"). The Debtors negotiate certain channel management agreements and chargeback agreements with the Wholesalers which govern the terms of certain sales incentives that the Wholesalers receive for the sale of Debtors' products and the terms of sale of the Debtors' products by the Wholesalers to the Dispensers. These agreements typically result in chargebacks, channel management,

returns and other related obligations arising to compensate the Wholesalers, which the Debtors typically reimburse by issuing a credit memo that permits setoff against future purchases.

The Debtors have attempted to account for setoffs and other similar rights in the Schedules and Statements. However, the Debtors reserve all rights to challenge any such setoffs during the preference period under Section 553 of the Bankruptcy Code, and nothing contained in the Schedules and Statements should be deemed an admission of the validity of any setoff or similar rights.

Schedule B – Personal Property. As discussed above, the Debtors incur certain setoffs from customers and suppliers in the ordinary course of business. The Debtors have attempted to separate amounts owed to the Debtors from amounts owed to customers under such programs. However, because the reconciliation is voluminous and occurs over the course of many months, certain amounts listed in Schedule B may include setoffs and similar rights.

Schedule D – Secured Creditors. Except as otherwise agreed pursuant to a stipulation or order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance, of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D. In addition, certain of the entities listed on Schedule D may be equipment lessors not secured by property of the estate; however, the Debtors have listed these entities on Schedule D out of an abundance of caution. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim.

The descriptions provided in Schedule D are intended to be only a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the General Notes shall be deemed to constitute a modification or interpretation of the terms of such agreements.

The secured claim of Bank of America, N.A. does not include a letter of credit in the amount of \$350,000, which is currently undrawn and therefore listed as a contingent unliquidated claim in Schedule D.

Schedule E – Priority Creditors. On October 19, 2011, the Court entered a final order granting the Debtors authority to pay prepetition employee wages and other obligations in the ordinary course [Docket No. 139] (the “**Employee Wage Order**”). Pursuant to the Employee Wage Order, the Debtors believe that any employee claims for prepetition amounts, whether allowable as a priority or nonpriority claim, have been or will be satisfied.

The listing of any claim on Schedule E does not constitute an admission by the Debtors that such claim is entitled to priority treatment under Section 507 of the Bankruptcy Code. The Debtors reserve their right to dispute the priority status of any claim on any basis. Moreover, the listing of any tax claim on Schedule E is not an admission or designation by the Debtors that such claim is a prepetition tax claim. The Debtors reserve their right to treat any of these claims as postpetition claims.

Schedule F – Unsecured Non-Priority Claims. Schedule F includes the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption and/or assignment of an executory contract or unexpired lease. In addition, Schedule F does not include rejection damage claims of the counterparties to executory contracts and unexpired leases that have been or may be rejected.

The claims of individual creditors for, among other things, goods, services or taxes, are listed on the Debtors' books and records and may not reflect credits or allowances due from such creditors. The Debtors reserve all of their rights respecting such credits and allowances. The dollar amounts listed may be exclusive of contingent and unliquidated amounts.

Schedule G – Executory Contracts and Unexpired Leases. While every effort has been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. Certain of the unexpired leases and executory contracts listed on Schedule G may contain certain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth on Schedule G.

The Debtors hereby reserve (a) all of their rights to dispute the validity, status, or enforceability of any contracts, agreements or leases set forth in Schedule G and (b) to amend or supplement Schedule G as necessary. Inclusion of any agreement on Schedule G does not constitute an admission that such agreement is, in fact, an executory contract or unexpired lease and the Debtors reserve all rights in that regard, including, without limitation, determining or asserting that any agreement is not executory, has expired pursuant to its terms or was terminated prepetition.

Schedule H – Codebtors. For purposes of Schedule H, the Debtors that are either the principal obligors or guarantors under the prepetition credit facilities are listed as co-debtors on Schedule H. The Debtors may not have identified certain guaranties that are part of the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements. The Debtors reserve their rights to amend the Schedules to the extent that additional guaranties are identified or such guaranties are discovered to have expired or be unenforceable.

In the ordinary course of their businesses, the Debtors may be involved in pending or threatened litigation and claims. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counter-claims against other parties. Because all such claims are contingent, disputed or unliquidated, such claims have not been set forth individually on Schedule H. Litigation matters can be found on each Debtor's Schedule F and in item Statement 4a of the Debtors' Statements.

Statement Questions 1 & 2 Income. As discussed above, the Debtors' books and records are consolidated into the books and records of Graceway Pharmaceuticals, LLC. However, the Debtors have been able to separate out the transactions of Graceway Canada Holdings, Inc. and Graceway International, Inc., including income. With respect to Statement Question 1, "gross revenue" excludes depreciation, amortization, interest, income taxes and other income disclosed in the response to Statement Question 2.

The Debtors have included income and gains on fixed asset sales in “other income.” The Debtors have also included in “other income” gains from (1) the sale of the right to sell substantially all of the products that the Debtors had marketing and other rights in and to, other than Zyclara, throughout Mexico and certain parts of South America and Latin America and (2) the licensing of the right to sell and market Zyclara in Mexico and certain parts of South America and Latin America. The transfers involved in such sale are not included in the response to Statement Question 10(a).

Statement Question 3(b): Payments to Creditors. Pursuant to Statement Question 3(b), the Debtors have included all payments and transfers made to creditors within the 90 days immediately preceding the commencement of the case and have made no attempt to exclude items that were made as cash in advance payments or as retainer fees. The Debtors have not included any payments to or on the behalf of any of the Debtors’ employees.

Receipts and disbursements are made through a centralized and consolidated cash management system. Payments made are listed by the entity making such payment notwithstanding that certain payments will have been made on behalf of another entity. As such, only certain Debtors include a response to Statement Question 3(b). In addition, payments made on behalf of non-Debtor affiliated entities are included in response to Statement Question 3(b) to the extent that the payment was made out of a Debtor-owned bank account.

In the response to Statement Question 3(b), the Debtors included the check number associated with the payment if applicable. If the payment was made by wire transfer or ACH, the Debtors created a unique number comprised of an invoice number or other unique numbering to identify the payment for purposes of responding to this Statement question.

Statement Question 3(c): Payments to Insiders. Payments to individuals defined as an “insider” (as that term is defined in the Bankruptcy Code) have been included in response to Statement Question 3(c). The Debtors did not include payments made directly to a third party credit card company for expense reimbursements on behalf of insiders. The Debtors do not believe that the employees of the Debtors with the title “vice president” or “senior vice president” constitute “insiders” pursuant to Section 101(31). However, out of an abundance of caution, the Debtors have included—solely with respect to disclosures relating to bonuses and any non-ordinary course payments—all employees with a title of vice president or senior vice president.

A return of capital of approximately \$16.5 million paid by non-debtor affiliate Graceway Canada Company is reflected as such on the books of Debtor Graceway Canada Holdings, Inc., and a dividend of approximately \$16.5 million paid by Debtor Graceway Canada Holdings, Inc. is reflected as dividend income to Debtor Graceway Pharmaceuticals, LLC.

Statement Question 8 - Losses. The Debtors occasionally incur losses for a variety of reasons including, among others, theft and property damage. These losses have not had a material impact on the Debtors’ businesses and the Debtors do not keep a centralized record of them. Therefore, such losses have not been included in the response to Statement question 8.

Statement Question 10 – Other Transfers. The Debtors have included in the responses to Statement Questions 1 and 2 gains from (1) the sale of the right to sell substantially all of the products that the Debtors had marketing and other rights in and to, other than Zyclara, throughout Mexico and certain parts of South America and Latin America and (2) the licensing of the right to sell and market Zyclara in Mexico and certain parts of South America and Latin America. Therefore, the transfers involved in such sale are not included in the response to Statement Question 10(a).

Statement Question 13 - Setoffs. As discussed above, the Debtors incur certain setoffs from customers and suppliers in the ordinary course of business. The Debtors have used reasonable efforts to set forth the details of such setoffs in the answer to Statement Question 13.

Statement Question 19 – Books, Records and Financial Statements. The Debtors provided potential purchasers who executed confidentiality agreements with access to their financial statements via an electronic data room in accordance with the *Order Approving and Authorizing (A) Bidding Procedures in Connection with the Sale of Certain Assets of the Debtors, (B) Stalking Horse Bid Protections, and (C) Form and Manner of Notice of the Sale Hearing and (D) Related Relief* [Docket No. 119] (the “**Bid Procedures Order**”) and the bidding procedures approved in the Bid Procedures Order. The Debtors do not have records indicating which of these potential purchasers, if any, have accessed their financial statements, and therefore did not include such parties in the response to Statement Question 19(d). Additionally, the Debtors have at times provided vendors and certain other parties with their financial statements but do not have records reflecting which parties have received their financial statements. Therefore, such parties are not included in the response to Statement Question 19(d).

Statement Question 20 – Inventory. The Debtors conduct a cycle count rather than a physical inventory. The information in response to Statement Question 20 is based upon this cycle count.

Global Notes Control. In the event that the Schedules and Statements differ from the foregoing Global Notes, the Global Notes shall control.

END OF GLOBAL NOTES

SCHEDULES AND STATEMENTS BEGIN ON THE FOLLOWING PAGE

UNITED STATES BANKRUPTCY COURT

District Of Delaware

In re: Graceway Pharmaceuticals, LLC,
DebtorCase No. 11-13036 (PJW)
(if known)

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

\$451,127,118.42

SOURCE

Gross Revenue 01/01/2009 through 12/31/2009

AMOUNT

\$270,921,246.00

\$121,016,570.00

SOURCE

Gross Revenue 01/01/2010 through 12/31/2010

Gross Revenue 01/01/2011 through 09/28/2011

2. Income other than from employment or operation of business

None

☐

State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

\$182,035.00

\$4,634,292.00

\$72,226.00

SOURCE

Other Income 01/01/2009 through 12/31/2009

Other Income 01/01/2010 through 12/31/2010

Other Income 01/01/2011 through 09/28/2011

3. Payments to creditors*Complete a. or b., as appropriate, and c.*

None

☒

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTSAMOUNT
PAIDAMOUNT
STILL OWING

None

☐

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTS/
TRANSFERSAMOUNT
PAID OR
VALUE OF
TRANSFERSAMOUNT
STILL
OWING

SEE ATTACHED SOFA 3B RIDER

None

☐

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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SEE ATTACHED SOFA 3C RIDER

4. Suits and administrative proceedings, executions, garnishments and attachments

None

☐

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
------------------------------------	----------------------	---------------------------------	--------------------------

SEE ATTACHED SOFA 4A RIDER

None

☒

b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None

☒

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None



a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None



b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None



List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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SEE ATTACHED SOFA 7 RIDER

8. Losses

None



List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

In re: Graceway Pharmaceuticals, LLC

Case No. 11-13036 (PJW)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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SEE GLOBAL NOTES

9. Payments related to debt counseling or bankruptcy

None

☐

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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SEE ATTACHED SOFA 9 RIDER

10. Other transfers

None

☐

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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SEE ATTACHED SOFA 10A RIDER

None

☒

b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None

☐

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
BANK OF AMERICA PO BOX 100289 MAIL CODE SC3-256-02-43 COLUMBIA, SC 29202-3289	MASTER ACCOUNT XXXXXXXXXX4303 \$0.00	NOVEMBER 2010
BANK OF AMERICA SECURITIES, LLC ATTN: AUDIT DEPTVVV MAIL CODE NC1-004-03-02 200 NORTH COLLEGE STREET 3RD FLOOR CHARLOTTE, NC 28255	MONEY MARKET ACCOUNT XXXXXX9913 \$0.00	AUGUST 2011

12. Safe deposit boxes

None



List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None



List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
SEE ATTACHED SOFA 13 RIDER		

14. Property held for another person

None List all property owned by another person that the debtor holds or controls.



NAME AND ADDRESS
OF OWNER

DESCRIPTION AND
VALUE OF PROPERTY

LOCATION OF PROPERTY

15. Prior address of debtor

None If debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.



ADDRESS

NAME USED

DATES OF OCCUPANCY

16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.



NAME

17. Environmental Information

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:



In re: Graceway Pharmaceuticals, LLC

Case No. 11-13036 (PJW)

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None



b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None



c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

None



a. *If the debtor is an individual*, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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SEE ATTACHED SOFA 18A RIDER

In re: Graceway Pharmaceuticals, LLC

Case No. 11-13036 (PJW)

- None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

DATES SERVICES RENDERED

SHRADER, BRIAN
340 MARTIN LUTHER KING JR. BLVD
SUITE 500
BRISTOL, TN 37620

9/29/2009 TO PRESENT

WHITSON, CHERIE
340 MARTIN LUTHER KING JR. BLVD
SUITE 500
BRISTOL, TN 37620

9/29/2009 TO PRESENT

WITHROW, ROBERT
340 MARTIN LUTHER KING JR. BLVD
SUITE 500
BRISTOL, TN 37620

9/29/2009 TO PRESENT

None

☐

- b. List all firms or individuals who within **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

ADDRESS

DATES SERVICES RENDERED

In re: Graceway Pharmaceuticals, LLC

Case No. 11-13036 (PJW)

NAME	ADDRESS	DATES SERVICES RENDERED
KPMG LLP	1601 MARKET STREET PHILADELPHIA, PA 19103-2499	9/29/2009 TO PRESENT

None

☐

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
KPMG LLP	ATTN: PRESIDENT OR GENERAL COUNSEL DEPT 0566 P.O. BOX 120001 DALLAS, TX 75312-0566
SHRADER, BRIAN	340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620
WHITSON, CHERIE	340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620
WITHROW, ROBERT	340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620

None

☐

d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
SEE ATTACHED SOFA 19D RIDER	

20. Inventories

None

☐

a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
SEPTEMBER 20, 2011	BLESSING, HERSHEL	\$125,227.29 (CYCLE COUNT)
SEPTEMBER 15, 2011	BLESSING, HERSHEL	\$710,111.40 (CYCLE COUNT)

None

☐

b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY

SEPTEMBER 20, 2011

SEPTEMBER 15, 2011

NAME AND ADDRESSES
OF CUSTODIAN
OF INVENTORY RECORDSBLESSING, HERSEL
881 MOUNTAIN VIEW ROAD
PINEY FLATS, TN 37686BLESSING, HERSEL
881 MOUNTAIN VIEW ROAD
PINEY FLATS, TN 37686**21. Current Partners, Officers, Directors and Shareholders**

None

☒

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

None

☐

b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS

TITLE

NATURE AND PERCENTAGE
OF STOCK OWNERSHIP

SEE ATTACHED SOFA 21B RIDER

22. Former partners, officers, directors and shareholders

None

☒

a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME

ADDRESS

DATE OF WITHDRAWAL

In re: Graceway Pharmaceuticals, LLC

Case No. 11-13036 (PJW)

None ☐ b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
LEE, JAMES 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	CHIEF MEDICAL OFFICER	04/15/2011

23. Withdrawals from a partnership or distributions by a corporation

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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SEE RESPONSE TO SOFA 3C

24. Tax Consolidation Group.

None ☐ If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER-IDENTIFICATION NUMBER (EIN)
GRACEWAY PHARMA HOLDING CORP.	27-3569175
GRACEWAY PHARMACEUTICALS, LLC	14-1965385

25. Pension Funds.

None ☒ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER-IDENTIFICATION NUMBER (EIN)
----------------------	--------------------------------------

[If completed by an individual or individual and spouse]

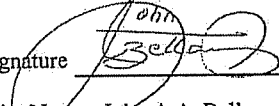
I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct.

Date _____ Signature of Debtor _____

Date _____ Signature of Joint Debtor (if any) _____

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 11/5/11 Signature  _____
Print Name John A.A. Bellamy
And Title EVP, General Counsel & Secretary

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

____ continuation sheets attached

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (Sec 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer

Social-Security No. (Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social-security number of the officer, principal, responsible person, or partner who signs this document.

Address

Signature of Bankruptcy Petition Preparer

Date

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the Official Form for each person

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 18 U.S.C. § 156.

SOFA 3b
 PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING
 GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
1	3M 2807 PAYSHERE CIR CHICAGO, IL 60674			
		WIRE #1500001512	07/13/2011	\$13,151.20
		WIRE #1500001539	08/09/2011	\$25,140.78
		WIRE #1500001538	08/11/2011	\$32,186.22
		WIRE #1500001628	09/22/2011	\$41,330.72
			SUBTOTAL	\$111,808.92
2	3M DRUG DELIVERY SYSTEMS 3M CENTER, BUILDING 275-3E-10 ST. PAUL, MN 55144-1000			
		WIRE #1500001506	07/01/2011	\$308,534.40
		WIRE #1500001510	07/08/2011	\$3,400,000.00
		WIRE #1500001531	07/25/2011	\$207,212.50
		WIRE #1500001559	08/17/2011	\$847,224.00
			SUBTOTAL	\$4,762,970.90
3	3M INNOVATION SINGAPORE PTE LTD. ATTENTION: KAITLYN FONG 1 YISHUN AVENUE 7 SINGAPORE, 768923 SINGAPORE			
		WIRE #1500001561	08/12/2011	\$309,714.53
		WIRE #1500001622	09/23/2011	\$309,595.80
			SUBTOTAL	\$619,310.33
4	ABF FREIGHT SYSTEM P.O. BOX 5247 KINGSPORT, TN 37663-0247			
		CHECK #020951	07/05/2011	\$3,190.92
		CHECK #021048	07/14/2011	\$4,984.71
		CHECK #021128	07/21/2011	\$9,506.80
		CHECK #021261	08/04/2011	\$443.60
		CHECK #021354	08/11/2011	\$5,542.57
		CHECK #021442	08/18/2011	\$6,924.63
		CHECK #021518	08/25/2011	\$447.59
		CHECK #021593	09/01/2011	\$1,193.33
		CHECK #021671	09/08/2011	\$752.46
		CHECK #021783	09/21/2011	\$1,193.13
			SUBTOTAL	\$34,179.74
5	ADP 36307 TREASURY CENTER CHICAGO, IL 60694-6300			
			07/01/2011	\$472.55
			07/15/2011	\$524.75
		WIRE #1500001525	07/18/2011	\$357.50
			07/22/2011	\$470.90
			07/29/2011	\$487.89
			08/05/2011	\$23.80
			08/12/2011	\$483.07
			08/19/2011	\$629.90
		WIRE #1500001566	08/22/2011	\$242.50
			08/26/2011	\$600.79

SOFA 3b
 PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING
 GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
			09/09/2011	\$478.25
			09/16/2011	\$38.85
		WIRE #1500001607	09/19/2011	\$295.00
			09/23/2011	\$969.15
			SUBTOTAL	\$6,074.90
6	ADVANSTAR COMMUNICATIONS P.O. BOX 64584 ST. PAUL, MN 55164-0584			
		CHECK #020953	07/05/2011	\$6,062.88
		CHECK #021444	08/18/2011	\$11,505.90
		CHECK #021519	08/25/2011	\$7,354.20
			SUBTOTAL	\$24,922.98
7	AFCO DEPT. 0809 P.O. BOX 120001 DALLAS, TX 75312-0809			
		CHECK #021017	07/07/2011	\$45,119.60
		CHECK #021351	08/08/2011	\$45,119.60
		CHECK #021596	09/01/2011	\$45,119.60
			SUBTOTAL	\$135,358.80
8	ALABAMA MEDICAID AGENCY 501 DEXTER AVE MONTGOMERY, AL 36104			
		CHECK #020954	07/05/2011	\$22,525.10
			SUBTOTAL	\$22,525.10
9	AMERICAN EXPRESS P O BOX 360001 FORT LAUDERDALE, FL 33336-0001			
		CHECK #020890	07/05/2011	\$62,713.44
		CHECK #021000	07/05/2011	\$8,821.94
		WIRE #1500001508	07/08/2011	\$300,000.00
		WIRE #1500001509	07/08/2011	\$200,000.00
		CHECK #021019	07/11/2011	\$66,339.35
		CHECK #021050	07/14/2011	\$23.85
		CHECK #021127	07/18/2011	\$80,419.56
		CHECK #021192	07/25/2011	\$83,499.15
		CHECK #021260	08/02/2011	\$44,318.94
		WIRE #1500001534	08/11/2011	\$67,659.44
		WIRE #1500001546	08/16/2011	\$85,352.85
		WIRE #1500001547	08/23/2011	\$59,655.49
		CHECK #021520	08/25/2011	\$1,161.09
		WIRE #1500001567	08/30/2011	\$53,436.26
		WIRE #1500001582	09/07/2011	\$77,769.37
		WIRE #1500001587	09/13/2011	\$49,826.16
		WIRE #1500001588	09/21/2011	\$31,684.85
		WIRE #1500001617	09/26/2011	\$76,523.84
			SUBTOTAL	\$1,349,205.58

SOFA 3b
 PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING
 GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
10	AT&T MOBILITY CINGULAR P.O. BOX 9004 CAROL STREAM, IL 60197-9004			
		CHECK #021109	07/14/2011	\$34,636.19
		CHECK #021110	07/14/2011	\$33,629.47
		CHECK #021739	09/15/2011	\$33,621.26
		CHECK #021740	09/15/2011	\$34,018.35
		SUBTOTAL		\$135,905.27
11	AUTONOMY, INC P O BOX 8374 PASADENA, CA 91109-8374			
		CHECK #021355	08/11/2011	\$8,399.37
		CHECK #021521	08/25/2011	\$7,899.37
		SUBTOTAL		\$16,298.74
12	BAILEY COMPUTING TECHNOLOGIES P.O. BOX 1786 JOHNSON CITY, TN 37605			
		CHECK #021162	07/21/2011	\$20,107.49
		SUBTOTAL		\$20,107.49
13	BANK OF AMERICA, N.A.,NY P.O. BOX 60073 CITY OF INDUSTRY, CA 91716-0073			
		WIRE #1500001517	07/15/2011	\$29,975.54
		WIRE #1500001528	07/29/2011	\$86,294.30
		WIRE #1500001529	07/29/2011	\$1,624,710.56
		WIRE #1500001583	09/07/2011	\$924,722.69
		WIRE #1500001584	09/07/2011	\$49,115.40
		SUBTOTAL		\$2,714,818.49
14	BARRIER ADVISORS, INC. 13455 NOEL ROAD, SUITE 2200 DALLAS, TX 75240			
		WIRE #1500001596	09/07/2011	\$50,000.00
		WIRE #1500001595	09/16/2011	\$51,791.60
		WIRE #1500001621	09/27/2011	\$101,801.75
		SUBTOTAL		\$203,593.35
15	BILCARE, INC. 300 KIMBERTON RD PHOENIXVILLE, PA 19460			
		CHECK #021052	07/14/2011	\$1,375.00
		CHECK #021356	08/11/2011	\$15,713.00
		CHECK #021598	09/01/2011	\$783.00
		CHECK #021672	09/08/2011	\$1,921.38
		SUBTOTAL		\$19,792.38

SOFA 3b
 PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING
 GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
16	BIOKOSMES S.R.L. VIA DEIUVUEI, 1 BOSISIO PARINI, LC, 23842 ITALY	WIRE #1500001590	09/20/2011	\$7,564.00
			SUBTOTAL	\$7,564.00
17	BLUE CROSS BLUE SHIELD OF TN 801 PINE ST CHATTANOOGA, TN 37402	WIRE #1500001518 WIRE #1500001532 WIRE #1500001560 WIRE #1500001551 WIRE #1500001599 WIRE #1500001600	07/14/2011 07/28/2011 08/11/2011 08/25/2011 09/08/2011 09/22/2011	\$7,560.87 \$6,457.67 \$6,318.76 \$9,349.61 \$5,238.18 \$9,940.88
			SUBTOTAL	\$44,865.97
18	BLUE SHIELD OF CALIFORNIA SERVICES ATTN: MATTHEW LINDER, PH 50 BEALE ST, 22ND FLOOR SAN FRANCISCO, CA 94105	CHECK #021522 CHECK #021523	08/25/2011 08/25/2011	\$2,945.44 \$13,852.03
			SUBTOTAL	\$16,797.47
19	BLUECROSS & BLUESHIELD OF TENN 801 PINE STREET CHATTANOOGA, TN 37402	CHECK #021131 CHECK #021357 CHECK #021741	07/21/2011 08/11/2011 09/15/2011	\$116,884.65 \$96,501.08 \$59,689.17
			SUBTOTAL	\$273,074.90
20	BMC GROUP VDR, LLC 600 1ST AVENUE SUITE 300 SEATTLE, WA 98104	WIRE #1500001569	08/26/2011	\$343,699.50
			SUBTOTAL	\$343,699.50
21	BROWN, EDWARDS & COMPANY, L.L.P. 1969 LEE HIGHWAY BRISTOL, VA 24203	CHECK #021171 CHECK #021525	07/21/2011 08/25/2011	\$2,000.00 \$5,500.00
			SUBTOTAL	\$7,500.00

SOFA 3b
 PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING
 GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
22	BTES P.O. BOX 549 BRISTOL, TN 37621-0549	CHECK #021051 CHECK #021475 CHECK #021785	07/14/2011 08/18/2011 09/21/2011 SUBTOTAL	\$5,557.37 \$5,686.07 \$6,516.26 <u>\$17,759.70</u>
23	BULLETIN NEWS, LLC 11190 SUNRISE VALLEY DR. STE 130 RESTON, VA 20191	CHECK #020959 CHECK #021446	07/05/2011 08/18/2011 SUBTOTAL	\$30,595.00 \$29,540.00 <u>\$60,135.00</u>
24	C.S.C. FORCE MEASUREMENT, INC. P O BOX 887 AGAWAM, MA 01001-0887	CHECK #021264	08/04/2011 SUBTOTAL	\$8,451.94 <u>\$8,451.94</u>
25	CAREMARKPCS HEALTH LP 11401 ELM STREET, 5TH FLOOR DALLAS, TX 75202	CHECK #021265 CHECK #021266 CHECK #021267	08/04/2011 08/04/2011 08/04/2011 SUBTOTAL	\$692.92 \$61,459.42 \$11,509.34 <u>\$73,661.68</u>
26	CENTURYLINK P.O. BOX 96064 CHARLOTTE, NC 28296	CHECK #021057 CHECK #021268 CHECK #021448 CHECK #021526	07/14/2011 08/04/2011 08/18/2011 08/25/2011 SUBTOTAL	\$2,796.79 \$2,793.61 \$962.58 \$729.60 <u>\$7,282.58</u>
27	CHAMBERLAIN COMMUNICATIONS, LLC 111 BROADWAY 19TH FLOOR NEW YORK, NY 10006	CHECK #020961 CHECK #021674	07/05/2011 09/08/2011 SUBTOTAL	\$30,020.00 \$21,127.71 <u>\$51,147.71</u>

SOFA 3b
 PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING
 GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
28	CIGNA HEALTHCARE, INC. 500 ROSS STREET ROOM 154-0455 PITTSBURGH, PA 15251-4253	CHECK #021360 CHECK #021361	08/11/2011 08/11/2011 SUBTOTAL	\$15,476.58 \$17,948.50 <u>\$33,425.08</u>
29	COMMISSIONER OF SOCIAL SERVICES 195 SCOTT SWAMP RD. FARMINGTON, CT 06032	CHECK #021743	09/15/2011 SUBTOTAL	\$17,200.82 <u>\$17,200.82</u>
30	COMPREHENSIVE CLINICAL DEVELOPMENT 3261 ENERPRISE WAY MIRAMAR, FL 33025	CHECK #021163 CHECK #021365 CHECK #021677	07/21/2011 08/11/2011 09/08/2011 SUBTOTAL	\$53,257.50 \$4,620.40 \$8,037.75 <u>\$65,915.65</u>
31	DHS MN DEPT. OF HEALTH SERVICES 540 CEDAR STREET ST. PAUL, MN 55164-0837	CHECK #021060 CHECK #021061	07/14/2011 07/14/2011 SUBTOTAL	\$13,250.29 \$68.39 <u>\$13,318.68</u>
32	DIVISION OF MEDICAL ASSISTANCE DEPARTMENT OF COMMUNITY HEALTH P.O. BOX 198194 ATLANTA, GA 30384-4331	CHECK #020967	07/05/2011 SUBTOTAL	\$11,550.75 <u>\$11,550.75</u>
33	DPT LABORATORIES, LTD 12637 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	CHECK #020964 CHECK #021173 CHECK #021270 CHECK #021602	07/05/2011 07/21/2011 08/04/2011 09/01/2011 SUBTOTAL	\$117,734.40 \$2,815.45 \$118,917.12 \$125,174.56 <u>\$364,641.53</u>
34	DR3 PRODUCTIONS 4044 TINKER HILL ROAD PHOENIXVILLE, PA 19460	CHECK #020965	07/05/2011 SUBTOTAL	\$17,925.00 <u>\$17,925.00</u>

SOFA 3b
 PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING
 GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
35	EDS 312 HURRICANE LANE SUITE 101 WILLISTON, VT 05495-0888	CHECK #020968	07/05/2011	\$10,376.00
			SUBTOTAL	\$10,376.00
36	EDWARDS ANGELL PALMER & DODGE ONE NORTH CLEMATIS ST SUITE 400 WEST PALM BEACH, FL 33401	CHECK #021639 CHECK #021640 WIRE #1500001632	09/01/2011 09/02/2011 09/28/2011	\$1,274,709.77 \$319,418.69 \$300,000.00
			SUBTOTAL	\$1,894,128.46
37	EI A PHARMACEUTICAL SOLUTION WORKS FORMERLY HARMONY LABS 2865 N. CANNON BLVD KANNAPOLIS, NC 28083	CHECK #021476	08/18/2011	\$88,289.30
			SUBTOTAL	\$88,289.30
38	ELSEVIER INC. P.O. BOX 7247-7684 PHILADELPHIA, PA 19170-7684	CHECK #021369 CHECK #021530	08/11/2011 08/25/2011	\$13,034.54 \$18,297.94
			SUBTOTAL	\$31,332.48
39	EMBLEM HEALTH SERVICES COMPANY LLC ATTN: CASHIER'S OFFICE 4TH FLOOR REBATES, 55 WATER ST. NEW YORK, NY 10041	CHECK #021531 CHECK #021532 CHECK #021533 CHECK #021534	08/25/2011 08/25/2011 08/25/2011 08/25/2011	\$2,628.15 \$2,236.72 \$3,859.66 \$3,839.69
			SUBTOTAL	\$12,564.22
40	ENTERPRISE FLEET SERVICES 170 N RADNOR-CHESTER ROAD SUITE 200 RADNOR, PA 19087	WIRE #1500001520 WIRE #1500001552 WIRE #1500001626	07/20/2011 08/23/2011 09/20/2011	\$84,066.86 \$84,450.94 \$81,268.16
			SUBTOTAL	\$249,785.96

SOFA 3b
PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING
GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
41	EPL PATHOLOGY ARCHIVES, INC P.O. BOX 1253 STERLING, VA 20167-8419	CHECK #021063	07/14/2011	\$11,240.80
		SUBTOTAL		\$11,240.80
42	ETHOS HEALTH COMMUNICATIONS, INC. 790 NEWTOWN YARDLEY RD STE 425 NEWTOWN, PA 18940-1748	CHECK #020969	07/05/2011	\$376,332.78
		CHECK #021366	08/11/2011	\$18,820.34
		CHECK #021529	08/25/2011	\$962.25
		SUBTOTAL		\$396,115.37
43	EVINCE COMMUNICATIONS, LLC ONE SELLECK STREET NORWALK, CT 06855	CHECK #020970	07/05/2011	\$59,760.00
		CHECK #021064	07/14/2011	\$45,500.00
		CHECK #021480	08/18/2011	\$121,090.00
		CHECK #021852	09/21/2011	\$62,780.00
		SUBTOTAL		\$289,130.00
44	EXPRESS SCRIPTS/DPS, INC. 525 WEST MONROE, 8TH FLOOR CHICAGO, IL 60661	CHECK #021065	07/14/2011	\$8,842.28
		CHECK #021066	07/14/2011	\$139,767.40
		CHECK #021452	08/18/2011	\$121,159.27
		CHECK #021453	08/18/2011	\$6,860.93
		SUBTOTAL		\$276,629.88
45	FDA EXPORT CERTIFICATE PROGRAM P.O. BOX 70953 CHARLOTTE, NC 28272-0953	CHECK #021258	07/28/2011	\$5,950.00
		SUBTOTAL		\$5,950.00
46	FEDEX P.O. BOX 94515 PALATINE, IL 60094-4515	CHECK #020971	07/05/2011	\$2,931.43
		CHECK #021067	07/14/2011	\$7,012.86
		CHECK #021165	07/21/2011	\$1,816.22
		CHECK #021176	07/21/2011	\$3,590.66
		CHECK #021272	08/04/2011	\$4,196.12
		CHECK #021304	08/05/2011	\$614.82
		CHECK #021370	08/11/2011	\$5,450.92
		CHECK #021477	08/18/2011	\$5,815.53
		CHECK #021537	08/25/2011	\$6,331.57
		CHECK #021605	09/01/2011	\$1,466.68
		CHECK #021680	09/08/2011	\$8,524.43

SOFA 3b
 PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING
 GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
		CHECK #021746	09/15/2011	\$185.01
		CHECK #021804	09/21/2011	\$1,738.71
			SUBTOTAL	\$49,674.96
47	FLETCHER/CSI PO BOX 1061 WILLISTON, VT 05495			
		CHECK #021454	08/18/2011	\$33,817.38
			SUBTOTAL	\$33,817.38
48	FOOD AND DRUG ADMINISTRATION P.O. BOX 70963 CHARLOTTE, NC 28262			
		CHECK #021683	09/08/2011	\$1,163,547.60
		CHECK #021747	09/15/2011	\$2,179.00
			SUBTOTAL	\$1,165,726.60
49	FOUNDATION FOR RESEARCH & EDUCATION IN DERM P O BOX 1216 NEW YORK, NY 10028			
		CHECK #021636	09/01/2011	\$25,000.00
			SUBTOTAL	\$25,000.00
50	FRANKLIN PHARMA SERVICES, LLC P.O. BOX 415191 BOSTON, MA 02241-5191			
		CHECK #021178	07/21/2011	\$6,599.29
		CHECK #021372	08/11/2011	\$6,467.78
		CHECK #021806	09/21/2011	\$5,510.89
			SUBTOTAL	\$18,577.96
51	GENCO SUPPLY CHAIN SOLUTIONS P O BOX 73916 CLEVELAND, OH 44193			
		CHECK #021072	07/14/2011	\$4,225.69
		CHECK #021373	08/11/2011	\$6,802.02
			SUBTOTAL	\$11,027.71
52	GSW P.O. BOX 711703 CINCINNATI, OH 45271-1703			
		CHECK #021071	07/14/2011	\$495.00
		CHECK #021134	07/21/2011	\$55,015.00
			SUBTOTAL	\$55,510.00

SOFA 3b
PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING
GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
53	HAYMARKET MEDIA, INC. 114 WEST 26TH ST, 3RD FLOOR NEW YORK, NY 10001			
		CHECK #021685	09/08/2011	\$8,321.50
		CHECK #021811	09/21/2011	\$8,653.00
			SUBTOTAL	\$16,974.50
54	HEALTH & HUMAN SERVICES COMMISSION SUITE 240 TWIN TOWERS, 1106 CLAYTON AUSTIN, TX 78723			
		CHECK #021375	08/11/2011	\$11,110.91
			SUBTOTAL	\$11,110.91
55	HOGAN LOVELLS US LLP 7930 JONES BRANCH DR NINETH FLOOR MCLEAN, VA 22102			
		CHECK #021118	07/14/2011	\$27,995.56
		CHECK #021305	08/05/2011	\$39,397.09
		CHECK #021401	08/11/2011	\$44,618.65
		CHECK #021564	08/25/2011	\$19,309.01
		CHECK #021609	09/01/2011	\$836.00
		CHECK #021751	09/15/2011	\$40,567.99
		WIRE #1500001615	09/26/2011	\$10,347.50
		WIRE #1500001611	09/27/2011	\$210.00
			SUBTOTAL	\$183,281.80
56	HUMANA, INC. P.O. BOX 1438 LOUISVILLE, KY 40201-1438			
		WIRE #1500001515	07/15/2011	\$30,671.06
		WIRE #1500001556	08/18/2011	\$29,388.48
			SUBTOTAL	\$60,059.54
57	ILLUMITI CONSULTING LLC 4 CARDINAL DR WESTWOOD, MA 02090			
		CHECK #021075	07/14/2011	\$11,395.00
			SUBTOTAL	\$11,395.00
58	INFECTIOUS DISEASES SOCIETY FOR OB/GYN 409 12TH STREET SW WASHINGTON, DC 20024			
		CHECK #021402	08/11/2011	\$7,500.00
			SUBTOTAL	\$7,500.00

SOFA 3b
 PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING
 GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
59	INNOVATION PRINTING & COMMUNICATION 11601 CAROLINE RD PHILADELPHIA, PA 19154	CHECK #020973 CHECK #021403 CHECK #021455 CHECK #021541 CHECK #021611	07/05/2011 08/11/2011 08/18/2011 08/25/2011 09/01/2011 SUBTOTAL	\$28,125.40 \$22,455.89 \$75,231.52 \$3,362.86 \$8,053.12 <u>\$137,228.79</u>
60	INOVA PHARMACEUTICALS 9-15 CHILVERS ROAD THORNLEIGH SIDNEY, NSW, 2120 AUSTRALIA	WIRE #1500001620	09/21/2011 SUBTOTAL	\$102,113.35 <u>\$102,113.35</u>
61	INTERNAL REVENUE SERVICE 1973 N. RULON WHITE BLVD MS 4916 OGDEN, UT 84404	WIRE #1500001589	09/22/2011 SUBTOTAL	\$283,179.41 <u>\$283,179.41</u>
62	JOURNAL OF DRUGS IN DERMATOLOGY 377 PARK AVENUE SOUTH, 6TH FLOOR NEW YORK, NY 10016	CHECK #021077 CHECK #021613 CHECK #021815	07/14/2011 09/01/2011 09/21/2011 SUBTOTAL	\$13,586.38 \$1,500.00 \$9,000.00 <u>\$24,086.38</u>
63	KENTUCKY STATE TREASURER DEPT. OF MEDICAID SERVICES 275 EAST MAIN STREET FRANKFORT, KY 40621-0001	CHECK #021755	09/15/2011 SUBTOTAL	\$8,766.90 <u>\$8,766.90</u>
64	KING BENEVOLENT FUND, INC. 1119 COMMONWEALTH AVENUE BRISTOL, VA 24201	CHECK #021572	08/25/2011 SUBTOTAL	\$10,769.22 <u>\$10,769.22</u>

SOFA 3b
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GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
65	KONICA MINOLTA PREMIER FINANCE P O BOX 740423 ATLANTA, GA 30374-0423	CHECK #021078 CHECK #021167 CHECK #021482 CHECK #021543 CHECK #021702	07/14/2011 07/21/2011 08/22/2011 08/25/2011 09/08/2011 SUBTOTAL	\$730.60 \$6,883.06 \$730.60 \$6,883.06 \$999.84 <u>\$16,227.16</u>
66	KVL PRINTING 530 BROOKHURST AVE NARBERTH, PA 19072	CHECK #021378 CHECK #021816	08/11/2011 09/21/2011 SUBTOTAL	\$3,889.37 \$3,139.10 <u>\$7,028.47</u>
67	LOUISIANA DEPT. OF HEALTH & HOSPITALS P.O. BOX 459 BATON ROUGE, LA 70821-0459	CHECK #020974 CHECK #021757	07/05/2011 09/15/2011 SUBTOTAL	\$49,100.36 \$48,654.10 <u>\$97,754.46</u>
68	MARQUETTE TRANSPORTATION FIN.,INC DBA. ROGERS TRUCKING P O BOX 1450 NW7939 MINNEAPOLIS, MN 55485-7939	CHECK #021082 CHECK #021141 CHECK #021283 CHECK #021380 CHECK #021457 CHECK #021616 CHECK #021822	07/14/2011 07/21/2011 08/04/2011 08/11/2011 08/18/2011 09/01/2011 09/21/2011 SUBTOTAL	\$5,609.12 \$1,068.92 \$1,068.92 \$1,073.90 \$2,807.20 \$2,137.84 \$3,191.82 <u>\$16,957.72</u>
69	MARSH USA INC. C/O BANK OF AMERICA P.O. BOX 198951 ATLANTA, GA 30384-8951	CHECK #021083 CHECK #021168 CHECK #021352 CHECK #021565 WIRE #1500001608	07/14/2011 07/21/2011 08/08/2011 08/25/2011 09/27/2011 SUBTOTAL	\$24,157.00 \$24,157.00 \$17,595.00 \$24,157.00 \$240,990.00 <u>\$331,056.00</u>

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 GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
70	MASERGY COMMUNICATIONS, INC. 2740 NORTH DALLAS PARKWAY SUITE 200 PLANO, TX 75093			
		CHECK #021120	07/14/2011	\$33,481.83
		CHECK #021617	09/01/2011	\$15,104.81
			SUBTOTAL	\$48,586.64
71	MCDERMOTT WILL & EMERY LLP P.O. BOX 7247-6751 PHILADELPHIA, PA 19170-6751			
		CHECK #020975	07/05/2011	\$10,741.84
		CHECK #021381	08/11/2011	\$18,055.52
		CHECK #021618	09/01/2011	\$24,776.92
		WIRE #1500001629	09/28/2011	\$7,776.30
		WIRE #1500001641	09/28/2011	\$25,459.67
			SUBTOTAL	\$86,810.25
72	MCKESSON PATIENT RELATIONSHIP SOL 13796 COLLECTIONS CENTER DR. CHICAGO, IL 60693			
		CHECK #021084	07/14/2011	\$326,216.38
		CHECK #021142	07/21/2011	\$507,451.68
		CHECK #021180	07/21/2011	\$280,802.69
		CHECK #021404	08/11/2011	\$297,180.00
		CHECK #021479	08/18/2011	\$331,015.30
		CHECK #021481	08/18/2011	\$78,966.24
		CHECK #021546	08/25/2011	\$290,109.71
		CHECK #021619	09/01/2011	\$291,905.55
		CHECK #021689	09/08/2011	\$284,218.94
			SUBTOTAL	\$2,687,866.49
73	MDSCONNECT, LLC 4082 MONTAUK POINTE MEDINA, OH 44256			
		CHECK #021081	07/14/2011	\$7,500.00
			SUBTOTAL	\$7,500.00
74	MEDCO HEALTH SOLUTIONS, INC. 100 PARSONS POND DRIVE FRANKLIN LAKES, NJ 07417			
		CHECK #021085	07/14/2011	\$5,367.95
		CHECK #021086	07/14/2011	\$181,797.90
			SUBTOTAL	\$187,165.85
75	MEDIMPACT HEALTHCARE SYSTEMS, INC. P.O. BOX 403557 ATLANTA, GA 30384-3557			
		CHECK #021620	09/01/2011	\$8,594.41
			SUBTOTAL	\$8,594.41

SOFA 3b
 PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING
 GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
76	MEDPHARM LTD UNIT 3 CHANCELLOR COURT SURREY RESEARCH PARK, GU2 7YN UNITED KINGDOM	WIRE #1500001579 WIRE #1500001627	08/16/2011 09/21/2011 SUBTOTAL	\$110,000.00 \$60,000.00 \$170,000.00
77	META PHARMACEUTICAL SERVICES 482 NORRISTOWN RD STE 200 BLUE BELL, PA 19422	CHECK #021383	08/11/2011 SUBTOTAL	\$26,923.34 \$26,923.34
78	METAPHOR 119 CHERRY HILL ROAD SUITE 145 PARSIPPANY, NJ 07054	CHECK #021087	07/14/2011 SUBTOTAL	\$115,027.00 \$115,027.00
79	METLIFE P.O. BOX 804466 KANSAS CITY, MO 64180-4466	CHECK #020976 CHECK #021284 CHECK #021621	07/05/2011 08/04/2011 09/01/2011 SUBTOTAL	\$16,292.63 \$14,924.97 \$15,212.04 \$46,429.64
80	METTLER TOLEDO INC. 1900 POLARIS PARKWAY COLUMBUS, OH 43240	CHECK #021706	09/08/2011 SUBTOTAL	\$26,240.60 \$26,240.60
81	NJ MEDICAID DRUG REBATE PROGRAM 160 S BROAD ST 3RD FLOOR TRENTON, NJ 08646-0655	CHECK #021384 CHECK #021758	08/11/2011 09/15/2011 SUBTOTAL	\$10,737.65 \$3,797.59 \$14,535.24
82	NOETIC SPECIALTY INSURANCE COMPANY P O BOX 10809 CHANTILLY, VA 20153-0809	CHECK #021385 CHECK #021761	08/11/2011 09/15/2011 SUBTOTAL	\$16,202.18 \$112.08 \$16,314.26

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 GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
83	NORTHROP GRUMMAN INFO. TECHNOLOGY P.O. BOX 27381 NEW YORK, NY 10087-7381	CHECK #021548	08/25/2011	\$5,860.74
			SUBTOTAL	\$5,860.74
84	OKLAHOMA HEALTH CARE AUTHORITY ATTN: FINANCE DIV P.O. BOX 18299 OKLAHOMA CITY, OK 73154-0299	CHECK #020978 CHECK #020979 CHECK #021387	07/05/2011 07/05/2011 08/11/2011	\$20,221.59 \$140.42 \$503.10
			SUBTOTAL	\$20,865.11
85	ONLINE BUSINESS APPLICATIONS, INC. SUITE 600 9018 HERITAGE PARKWAY WOODRIDGE, IL 60517	CHECK #021090 CHECK #021144 CHECK #021834	07/14/2011 07/21/2011 09/21/2011	\$7,000.00 \$3,500.00 \$3,500.00
			SUBTOTAL	\$14,000.00
86	PANALPINA INC. P.O. BOX 7247-6404 PHILADELPHIA, PA 19170-6404	CHECK #021188 CHECK #021287 CHECK #021389 CHECK #021571 CHECK #021836	07/22/2011 08/04/2011 08/11/2011 08/25/2011 09/21/2011	\$21,054.56 \$6,506.22 \$6,201.55 \$17,306.28 \$324.84
			SUBTOTAL	\$51,393.45
87	PHARMAKON INC. 2200-C WALLACE BLVD. CINNAMINSON, NJ 08077	CHECK #021390	08/11/2011	\$8,227.00
			SUBTOTAL	\$8,227.00
88	PINNACLE RESEARCH GROUP LLC 6 LAKESIDE DRIVE, SUITE 105 PERRYVILLE, MO 63775	CHECK #020982	07/05/2011	\$56,381.80
			SUBTOTAL	\$56,381.80

SOFA 3b
 PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING
 GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
89	PORETTA & ORR INC. 450 EAST STREET DOYLESTOWN, PA 18901			
		CHECK #020983	07/05/2011	\$3,170.70
		CHECK #021014	07/07/2011	\$11,922.80
		CHECK #021391	08/11/2011	\$4,692.86
		CHECK #021691	09/08/2011	\$5,203.92
		SUBTOTAL		\$24,990.28
90	PPD MEDICAL COMMUNICATION 12948 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693			
		CHECK #020981	07/05/2011	\$57,953.03
		CHECK #021181	07/21/2011	\$55,904.16
		CHECK #021551	08/25/2011	\$58,226.99
		CHECK #021835	09/21/2011	\$44,779.75
		SUBTOTAL		\$216,863.93
91	PRICEWATERHOUSECOOPERS, LLP P.O. BOX 75647 CHICAGO, IL 60675-5647			
		CHECK #021406	08/11/2011	\$67,455.00
		CHECK #021408	08/12/2011	\$70,000.00
		CHECK #021777	09/15/2011	\$25,000.00
		WIRE #1500001614	09/26/2011	\$28,325.00
		SUBTOTAL		\$190,780.00
92	PRIME THERAPEUTICS 1305 CORPORATE CENTER DRIVE EAGAN, MN 55121			
		CHECK #021462	08/18/2011	\$7,994.36
		CHECK #021463	08/18/2011	\$103,700.35
		SUBTOTAL		\$111,694.71
93	PROSOFT SOFTWARE, INC. 996 OLD EAGLE SCHOOL RD STE 1106 WAYNE, PA 19087			
		CHECK #021094	07/14/2011	\$96,140.00
		CHECK #021392	08/11/2011	\$2,443.50
		CHECK #021464	08/18/2011	\$79,800.00
		CHECK #021624	09/01/2011	\$2,860.00
		CHECK #021693	09/08/2011	\$1,081.50
		CHECK #021837	09/21/2011	\$411.80
		SUBTOTAL		\$182,736.80
94	PRUDENTIAL P.O. BOX 101241 ATLANTA, GA 30392-1241			
		CHECK #021145	07/21/2011	\$15,979.37
		CHECK #021393	08/11/2011	\$15,536.40
		CHECK #021765	09/15/2011	\$15,428.00
		SUBTOTAL		\$46,943.77

SOFA 3b
PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING
GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
95	QUADRANT HEALTHCOM, INC. 7 CENTURY DRIVE, SUITE 302 PARSIPPANY, NJ 07054-4609	CHECK #020984 CHECK #021554 CHECK #021625	07/05/2011 08/25/2011 09/01/2011 SUBTOTAL	\$40,840.00 \$19,455.44 \$5,567.50 \$65,862.94
96	REDACT ADDRESS ON FILE	CHECK #021445	08/18/2011 SUBTOTAL	\$15,135.55 \$15,135.55
97	REDACT ADDRESS ON FILE	CHECK #021185 CHECK #021698 CHECK #021843	07/21/2011 09/08/2011 09/21/2011 SUBTOTAL	\$6,250.00 \$5,625.00 \$5,000.00 \$16,875.00
98	REDACT ADDRESS ON FILE	CHECK #021079 CHECK #021140 CHECK #021279 CHECK #021379 CHECK #021544 CHECK #021615 CHECK #021756	07/14/2011 07/21/2011 08/04/2011 08/11/2011 08/25/2011 09/01/2011 09/15/2011 SUBTOTAL	\$1,560.00 \$565.50 \$1,365.00 \$1,560.00 \$1,560.00 \$780.00 \$1,033.50 \$8,424.00
99	REDACT ADDRESS ON FILE	CHECK #021277 CHECK #021456 CHECK #021614 CHECK #021817	08/04/2011 08/18/2011 09/01/2011 09/21/2011 SUBTOTAL	\$570.00 \$2,190.00 \$2,190.00 \$3,105.00 \$8,055.00
100	ROPES & GRAY LLP ONE INTERNATIONAL PLACE BOSTON, MA 02110	CHECK #020985 CHECK #021626	07/05/2011 09/01/2011 SUBTOTAL	\$228,595.16 \$263,353.09 \$491,948.25
101	SDI HEALTH LLC P O BOX 95000-4315 PHILADELPHIA, PA 19195-4315	CHECK #021096	07/14/2011 SUBTOTAL	\$55,113.25 \$55,113.25

SOFA 3b
 PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING
 GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
102	SOURCE HEALTHCARE ANALYTICS, INC. P.O. BOX 277158 ATLANTA, GA 30384-7158	CHECK #021148	07/21/2011	\$292,696.75
			SUBTOTAL	\$292,696.75
103	SPARKLE CLEANING SERVICES 774 MASSENGILL ROAD BLOUNTVILLE, TN 37617	CHECK #021123 CHECK #021299 CHECK #021635	07/14/2011 08/04/2011 09/01/2011	\$2,100.00 \$2,100.00 \$4,200.00
			SUBTOTAL	\$8,400.00
104	SPAULDING CLINICAL RESEARCH, LLC 525 S. SILVERBROOK DRIVE WEST BEND, WI 53095	CHECK #021099 CHECK #021768	07/14/2011 09/15/2011	\$18,990.00 \$3,781.95
			SUBTOTAL	\$22,771.95
105	SPRINT P.O. BOX 219623 KANSAS CITY, MO 64121-9623	CHECK #021149 CHECK #021150 CHECK #021558	07/21/2011 07/21/2011 08/25/2011	\$5,599.96 \$5,599.96 \$5,599.96
			SUBTOTAL	\$16,799.88
106	STATE OF DELAWARE 861 SILVER LAKE BLVD, SUITE 203 DOVER, DE 19904-2467	CHECK #021189	07/22/2011	\$6,021.15
			SUBTOTAL	\$6,021.15
107	STATE OF MICHIGAN DEPT. OF COMMUNITY HEALTH P.O. BOX 77000 DETROIT, MI 48277-7951	CHECK #021100 CHECK #021629	07/14/2011 09/01/2011	\$17,728.35 \$8,513.92
			SUBTOTAL	\$26,242.27
108	STAY IN FRONT 107 LITTLE FALLS RD FAIRFIELD, NJ 07004-2105	CHECK #020988 CHECK #021101 CHECK #021154 CHECK #021291	07/05/2011 07/14/2011 07/21/2011 08/04/2011	\$64,731.19 \$254.78 \$22,313.22 \$255.76

SOFA 3b
PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING
GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
		CHECK #021395	08/11/2011	\$22,313.22
		CHECK #021695	09/08/2011	\$297.81
		CHECK #021771	09/15/2011	\$22,313.22
		SUBTOTAL		\$132,479.20
109	STEEPROCK 67 LOWER CHURCH HILL RD WASHINGTON, CT 06794			
		CHECK #021102	07/14/2011	\$15,600.00
		SUBTOTAL		\$15,600.00
110	SUCCESSFACTORS 1500 FASHION ISLAND BLVD STE 300 SAN MATEO, CA 94404			
		CHECK #021155	07/21/2011	\$6,010.92
		SUBTOTAL		\$6,010.92
111	SUNSET LOGISTICS, INC. 10250 LUBAO AVE CHATSWORTH, CA 91311			
		CHECK #021396	08/11/2011	\$300.00
		CHECK #021630	09/01/2011	\$1,550.00
		CHECK #021704	09/08/2011	\$7,550.00
		SUBTOTAL		\$9,400.00
112	TENNESSEE CLINICAL RESEARCH CENTER ATTN: MICHAEL GOLD, MD 2000 RICHARD JONES RD., SUITE 223 NASHVILLE, TN 37215			
		CHECK #021103	07/14/2011	\$20,000.00
		SUBTOTAL		\$20,000.00
113	TENNESSEE DEPT. OF HEALTH 425 5TH AVENUE NORTH NASHVILLE, TN 37243			
		CHECK #020992	07/05/2011	\$124,006.87
		SUBTOTAL		\$124,006.87
114	TRC VALLEY CREEK ASSOCIATES-C, L.P. 2929 ARCH STREET, 28TH FLOOR PHILADELPHIA, PA 19104-2868			
		CHECK #021015	07/07/2011	\$54,098.98
		CHECK #021124	07/14/2011	\$5,425.34
		CHECK #021292	08/04/2011	\$54,098.98
		CHECK #021567	08/25/2011	\$5,965.94
		CHECK #021631	09/01/2011	\$54,098.98
		SUBTOTAL		\$173,688.22

SOFA 3b
PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING
GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
115	TRIALCARD, INC. 6501 WESTON PARKWAY, SUITE 370 CARY, NC 27513	CHECK #021398	08/11/2011	\$10,859.98
			SUBTOTAL	\$10,859.98
116	TRICARE #810 5111 LEESBURG PIKE SKYLINE 5, FALLSCHURCH, VA 22041-3206	WIRE #1500001619	09/27/2011	\$197,481.16
			SUBTOTAL	\$197,481.16
117	TWO LABS MARKETING LLC P.O. BOX 105 LEWIS CENTER, OH 43035	CHECK #021774	09/15/2011	\$30,000.00
			SUBTOTAL	\$30,000.00
118	VENTIV COMMERCIAL SERVICE,LLC DBA IN VENTIV COMMERCIAL SERVICES 500 ATRIUM DRIVE SOMERSET, NJ 08873	CHECK #020993 CHECK #021105 CHECK #021157 CHECK #021632 CHECK #021845	07/05/2011 07/14/2011 07/21/2011 09/01/2011 09/21/2011	\$22,392.89 \$15,746.05 \$5,108.18 \$10,248.29 \$12,280.78
			SUBTOTAL	\$65,776.19
119	VISION SERVICE PLAN P O BOX 60000 SAN FRANCISCO, CA 94160-3280	CHECK #020994 CHECK #021169 CHECK #021472	07/05/2011 07/21/2011 08/18/2011	\$2,236.68 \$2,312.97 \$2,153.77
			SUBTOTAL	\$6,703.42
120	VIVACARE, INC SUITE B 1810 6TH STREET BERKELEY, CA 94710	CHECK #020995 CHECK #021106	07/05/2011 07/14/2011	\$24,000.00 \$24,000.00
			SUBTOTAL	\$48,000.00
121	WACHOVIA 601 STATE STREET, SUITE 300 BRISTOL, VA 24201	WIRE #1500001511 WIRE #1500001513 WIRE #1500001563 WIRE #1500001564	07/12/2011 07/12/2011 08/10/2011 08/10/2011	\$2,725.70 \$267.91 \$2,948.84 \$175.34

SOFA 3b
 PAYMENTS TO CREDITORS MADE WITHIN 90 DAYS PRIOR TO FILING
 GRACEWAY PHARMACEUTICALS, LLC, CASE NO. 11-13036 (PJW)

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
		WIRE #1500001601	09/12/2011	\$180.43
		WIRE #1500001602	09/12/2011	\$2,853.01
		SUBTOTAL		\$9,151.23
122	WACHTELL, LIPTON, ROSEN & KATZ 51 WEST 52ND STREET NEW YORK, NY 10019			
		WIRE #1500001516	07/15/2011	\$16,167.99
		WIRE #1500001537	08/10/2011	\$49,261.56
		WIRE #1500001570	08/30/2011	\$94,211.98
		WIRE #1500001592	09/21/2011	\$430,322.12
		WIRE #1500001613	09/27/2011	\$285,774.47
		SUBTOTAL		\$875,738.12
123	WOLTERS KLUWER HEALTH 16705 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693			
		CHECK #021161	07/21/2011	\$10,187.25
		CHECK #021563	08/25/2011	\$5,000.00
		SUBTOTAL		\$15,187.25
124	WRIGHT EXPRESS P.O. BOX 6293 CAROL STREAM, IL 60197-6293			
		WIRE #1500001519	07/06/2011	\$42,909.52
		WIRE #1500001553	08/08/2011	\$40,838.92
		WIRE #1500001625	09/07/2011	\$42,660.84
		SUBTOTAL		\$126,409.28
125	WV DEPT OF HEALTH & HUMAN RESOURCES P.O. BOX 1087 CHARLESTON, WV 25324			
		CHECK #020996	07/05/2011	\$55,418.97
		CHECK #020997	07/05/2011	\$1,041.87
		SUBTOTAL		\$56,460.84
		GRAND TOTAL		\$24,893,187.60

SOFA 3C
PAYMENTS TO INSIDERS

NAME	WAGES / EARNING	BENEFITS	BONUS	BOARD FEES	EXPENSE REIMBURSEMENT	TOTAL
BABILON, ROBERT VP, PRODUCT DEVELOPMENT PROJECTS		\$ 4,897.17	\$ 12,684.78		\$ 74.60	\$ 17,656.55
BACKES, KEITH D VP, TRADE & MANAGED MKTS		\$ 16,110.05	\$ 5,154.81		\$ 333.25	\$ 21,598.11
BAKER, KENNETH P. VP, TRADE & MANAGED MKTS		\$ 2,946.74	\$ 13,328.90		\$ 1,220.19	\$ 17,495.83
BELLAMY, JOHN A EVP, LEGAL & GEN COUNSEL	\$ 300,952.34	\$ 10,669.66	\$ 70,238.48		\$ 783.49	\$ 382,643.97
BLESSING, HERSCHEL SR VP, LOGISTICS	\$ 196,769.39	\$ 2,961.23	\$ 14,673.59		\$ 541.18	\$ 214,945.39
BOWLES, JOHN VP, CORPORATE ATTORNEY		\$ 4,281.82	\$ 10,133.58		\$ 749.09	\$ 15,164.49
BRENNAN, SEAN SR VP, REGULATORY AFFAIRS		\$ 7,543.05	\$ 18,503.88		\$ 2,082.88	\$ 28,129.81
CORNERSTONE INK, LLC					\$ 1,219.93	\$ 1,219.93
COWGILL, BRENT VP, MARKETING		\$ 4,258.86	\$ 11,856.63		\$ 4,457.94	\$ 20,573.43
CURTIN, CHRISTOPHER EVP, TECH OPS	\$ 216,628.26	\$ 2,031.82	\$ 50,558.29			\$ 269,218.37
CURTIN, JONATHAN DISTRIBUTION TEMPORARY/ FAMILY MEMBER	\$ 3,527.04		\$ 300.00			\$ 3,827.04
DER, TOMMY WAYNE VP, REGULATORY AFFAIRS		\$ 3,797.03	\$ 5,525.02			\$ 9,322.05
DUNN, KENNETH C. BOARD MEMBER				\$ 28,021.00		\$ 28,021.00
FABRY, JOEL VP, SALES		\$ 4,442.33	\$ 12,964.56		\$ 1,769.02	\$ 19,175.91
FIorentino, EDWARD J. BOARD MEMBER				\$ 40,000.00		\$ 40,000.00
GREGORY, JEFFERSON J CHAIRMAN & CEO	\$ 413,584.77	\$ 2,353.12	\$ 95,809.46		\$ 26.00	\$ 511,773.35
GTCR GOLDER RAUNER II, LLC					\$ 8,389.01	\$ 8,389.01
JONES, GREGORY C EXEC VP STRATEGIC DEVELOPMENT	\$ 251,037.11	\$ 4,902.20	\$ 54,366.07		\$ 324.28	\$ 310,629.66
KUPSKI, STEPHANIE L. VP, PRICING PROGS & MANAGED CARE CONTRACTS		\$ 3,910.62	\$ 11,028.23		\$ 333.12	\$ 15,271.97
LEE, JAMES CHIEF MEDICAL OFFICER	\$ 130,051.39	\$ 116,325.43			\$ 1,207.85	\$ 247,584.67
LEVY, SHARON SR VP, PRODUCT DEVELOPMENT CLINICAL		\$ 139,603.89	\$ 22,639.86		\$ 49.28	\$ 162,293.03
MEADOWS, LISA SR VP, HUMAN RESOURCES		\$ 5,997.11	\$ 6,699.69		\$ 160.00	\$ 12,856.80
MEYERSON, BORIS SR VP, BUSINESS OPERATIONS		\$ 4,846.57	\$ 15,600.00		\$ 1,859.57	\$ 22,306.14

SOFA 3C
PAYMENTS TO INSIDERS

NAME	WAGES / EARNING	BENEFITS	BONUS	BOARD FEES	EXPENSE REIMBURSEMENT	TOTAL
MOCCIA, CHRISTOPHER SALES, PROFESSIONAL/ FAMILY MEMBER	\$ 9,532.34	\$ 685.63	\$ 1,715.00			\$ 11,932.97
MOCCIA, ROBERT J COO & PRESIDENT	\$ 386,792.60	\$ 4,174.39	\$ 89,601.83		\$ 3,793.85	\$ 484,362.67
MUSICK, JOHN SR VP HUMAN RESOURCES		\$ 4,579.92	\$ 15,600.00		\$ 1,537.81	\$ 21,717.73
NEWTON, JOEL T SR DIRECTOR, LOGISTICS/ FAMILY MEMBER		\$ 4,526.61	\$ 7,727.14			\$ 12,253.75
NORDSIEK, MICHAEL T CHIEF SCIENCE OFFICER	\$ 301,020.69	\$ 4,987.96	\$ 69,732.23		\$ 1,101.01	\$ 376,841.89
NORDSIEK, SCOTT EXTON TEMPORARY/ FAMILY MEMBER	\$ 1,776.25					\$ 1,776.25
ROOSEVELT, GARY A VICE PRESIDENT, MEDICAL EDUCATION		\$ 4,516.42	\$ 12,388.25		\$ 1,696.84	\$ 18,601.51
RUTLEDGE, DANIEL VP, QUALITY OPERATIONS		\$ 3,301.09	\$ 12,764.22		\$ 1,981.14	\$ 18,046.45
SHRADER, BRIAN CHIEF FINANCIAL OFFICER	\$ 381,660.82	\$ 2,685.26	\$ 88,414.11		\$ 692.47	\$ 473,452.66
SJ STRATEGIC INVESTMENTS, LLC					\$ 483,398.41	\$ 483,398.41
SWETNAM, THOMAS SR VP INFORMATION TECHNOLOGY		\$ 4,506.46	\$ 10,594.85		\$ 336.77	\$ 15,438.08
WHITSON, CHERIE VP, CONTROLLER		\$ 3,765.93	\$ 8,664.50		\$ 231.63	\$ 12,662.06
WITHROW JR, ROBERT B VP, TREASURER	\$ 125,515.52	\$ 4,834.75	\$ 7,800.01		\$ 727.65	\$ 138,877.93
YON, XAVIER BOARD MEMBER				\$ 80,000.00	\$ 12,130.10	\$ 92,130.10
ZAIDI, TARIQ VP, CORPORATE COUNSEL BUS DEVELOPMENT		\$ 5,468.24	\$ 9,896.27		\$ 399.00	\$ 15,763.51
TOTAL	\$ 2,718,848.52	\$ 389,911.36	\$ 766,964.24	\$ 148,021.00	\$ 533,607.36	\$ 4,557,352.48

**SOFA 3C
INTERCOMPANY TRANSACTIONS**

ENTITY	DESCRIPTION	DATE	AMOUNT
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE - PAYMENT OF INTERCOMPANY BALANCE	09/28/2011	\$ (621,303.82)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	08/31/2011	\$ 24,886.70
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	08/18/2011	\$ 72.66
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	08/12/2011	\$ 20,000.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	08/11/2011	\$ 3,439.87
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	08/11/2011	\$ 112.15
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	08/10/2011	\$ 390.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	08/10/2011	\$ 318.75
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	08/10/2011	\$ 613.83
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	08/10/2011	\$ 318.75
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	08/10/2011	\$ 613.83
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	08/04/2011	\$ 72.66
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	08/01/2011	\$ 8.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	07/31/2011	\$ (215.02)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	07/29/2011	\$ 5,443.37
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	07/29/2011	\$ 15.46
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	07/27/2011	\$ 88,887.12
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	07/25/2011	\$ 9,247.95
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	07/25/2011	\$ 10,855.74
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	07/22/2011	\$ 298.97
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	07/21/2011	\$ 142.53
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	07/13/2011	\$ 390.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	07/13/2011	\$ 318.75
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	07/13/2011	\$ 613.83
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE - GRACEWAY PHARMACEUTICALS, LLC PAID FOR LIABILITY ON BEHALF OF GRACEWAY INTERNATIONAL, INC.	07/12/2011	\$ 39,838.83
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	07/11/2011	\$ 138.03
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	07/08/2011	\$ 27,930.95
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	07/08/2011	\$ 6,201.55
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	07/07/2011	\$ 73.60
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	07/01/2011	\$ 343.57
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	06/30/2011	\$ 158.75
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	06/30/2011	\$ 73.60
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE - GRACEWAY INTERNATIONAL, INC. RECEIVED CASH FROM GRACEWAY PHARMACEUTICALS, LLC CUSTOMER.	06/30/2011	\$ 166,666.67
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	06/27/2011	\$ 31.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	06/24/2011	\$ 31.00
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE - GRACEWAY INTERNATIONAL, INC. PAID FOR PRODUCT SHIPPED DIRECTLY TO GRACEWAY PHARMACEUTICALS, LLC.	06/24/2011	\$ (36,504.10)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	06/23/2011	\$ 333.79

**SOFA 3C
INTERCOMPANY TRANSACTIONS**

ENTITY	DESCRIPTION	DATE	AMOUNT
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	06/21/2011	\$ 13,893.73
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	06/20/2011	\$ 363.99
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	06/16/2011	\$ 318.75
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	06/16/2011	\$ 613.83
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	06/16/2011	\$ 73.60
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE - EXCESS PRODUCT SENT TO GRACEWAY CANADA COMPANY	06/13/2011	\$ 129,517.15
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE - GRACEWAY INTERNATIONAL, INC. PAID FOR PRODUCT SHIPPED DIRECTLY TO GRACEWAY PHARMACEUTICALS, LLC.	06/10/2011	\$ (37,735.86)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	06/09/2011	\$ 109.47
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	06/07/2011	\$ 8.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	06/02/2011	\$ 72.98
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	05/31/2011	\$ 6,308.46
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	05/26/2011	\$ 72.98
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	05/25/2011	\$ 1,875.63
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE - GRACEWAY PHARMACEUTICALS, LLC PAID FOR LIABILITY ON BEHALF OF GRACEWAY INTERNATIONAL, INC.	05/24/2011	\$ 284,057.10
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	05/19/2011	\$ 72.98
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	05/16/2011	\$ 390.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	05/16/2011	\$ 318.75
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	05/16/2011	\$ 613.83
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	05/12/2011	\$ 552.91
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	05/11/2011	\$ (589.92)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	05/11/2011	\$ 589.92
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	05/10/2011	\$ 112.96
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	05/05/2011	\$ 71.40
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	04/30/2011	\$ (3,807.24)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	04/30/2011	\$ 918.02
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	04/30/2011	\$ 486.01
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	04/30/2011	\$ (918.02)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	04/30/2011	\$ (486.01)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	04/30/2011	\$ 905.17
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	04/30/2011	\$ 479.21
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	04/28/2011	\$ 245.72
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	04/27/2011	\$ (479.21)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	04/19/2011	\$ 137.56
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	04/18/2011	\$ (1,101.71)
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE - GRACEWAY INTERNATIONAL, INC. CUSTOMER PAID DIRECTLY TO GRACEWAY PHARMACEUTICALS, LLC	04/14/2011	\$ (132,211.20)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	04/14/2011	\$ 180.19

**SOFA 3C
INTERCOMPANY TRANSACTIONS**

ENTITY	DESCRIPTION	DATE	AMOUNT
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	04/14/2011	\$ 31.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	04/13/2011	\$ 390.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	04/13/2011	\$ 318.75
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	04/13/2011	\$ 613.83
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	04/13/2011	\$ 30.16
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	04/10/2011	\$ 900.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	04/07/2011	\$ 1,646.21
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	04/05/2011	\$ 2,886.49
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	04/04/2011	\$ 1,124.84
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/31/2011	\$ 457.18
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/31/2011	\$ 318.75
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/31/2011	\$ 613.83
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/31/2011	\$ 318.75
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/31/2011	\$ 613.83
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/31/2011	\$ 1,593.32
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	03/30/2011	\$ 7,369.35
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/29/2011	\$ 40.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/28/2011	\$ 11,910.97
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/28/2011	\$ 60.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/28/2011	\$ 20.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/25/2011	\$ 20.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/23/2011	\$ 1,870.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/23/2011	\$ (1,870.00)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/18/2011	\$ 102.58
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/17/2011	\$ (102.58)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/17/2011	\$ (102.58)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/17/2011	\$ (102.58)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/17/2011	\$ 390.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/17/2011	\$ 390.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/17/2011	\$ 390.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/16/2011	\$ 102.58
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	03/04/2011	\$ (905.17)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	02/28/2011	\$ 90,799.38
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE - GRACEWAY INTERNATIONAL, INC. RECEIVED CASH RECORDED AS GRACEWAY PHARMACEUTICALS, LLC RECEIVABLE	02/28/2011	\$ 400,000.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	02/28/2011	\$ 102.58
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	02/27/2011	\$ 9,148.71
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	02/15/2011	\$ 78,048.71
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	02/07/2011	\$ (633.60)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	02/07/2011	\$ (247.11)

**SOFA 3C
INTERCOMPANY TRANSACTIONS**

ENTITY	DESCRIPTION	DATE	AMOUNT
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	02/07/2011	\$ (404.25)
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	02/07/2011	\$ 4,738.15
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE - GRACEWAY PHARMACEUTICALS, LLC PAID FOR PRODUCT SHIPPED DIRECTLY TO GRACEWAY INTERNATIONAL, INC.	02/03/2011	\$ 116,772.08
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	01/31/2011	\$ (619.15)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/27/2011	\$ 5,620.45
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/24/2011	\$ 140.24
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/19/2011	\$ 46,421.76
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/18/2011	\$ 12,291.93
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/18/2011	\$ 18,187.20
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/18/2011	\$ 14,547.14
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/18/2011	\$ 307.50
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/14/2011	\$ 5,044.23
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	01/12/2011	\$ 1,123.91
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	01/12/2011	\$ 7,723.00
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	01/12/2011	\$ 506.64
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	01/12/2011	\$ 1,343.01
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	01/12/2011	\$ 1,766.09
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/12/2011	\$ 621.29
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/12/2011	\$ 285.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/12/2011	\$ 502.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/12/2011	\$ 1,029.62
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/12/2011	\$ 3,560.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/07/2011	\$ 355.17
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/07/2011	\$ 28,504.92
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/01/2011	\$ 3,080.77
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/01/2011	\$ 102.58
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/01/2011	\$ 633.60
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/01/2011	\$ 247.11
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	01/01/2011	\$ 404.25
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	12/31/2010	\$ 250.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	12/31/2010	\$ 128.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	12/31/2010	\$ 561.99
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	12/31/2010	\$ 39,332.32
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	12/31/2010	\$ 390.00
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE - PAYMENT OF INTERCOMPANY BALANCE	12/30/2010	\$ (553,540.70)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	12/29/2010	\$ 500.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	12/29/2010	\$ (500.00)
GRACEWAY CANADA HOLDINGS, INC.	INTERCOMPANY RECEIVABLE - RECOGNITION OF DIVIDEND INCOME FROM GRACEWAY CANADA HOLDINGS, INC.	12/22/2010	\$ 16,500,000.00

**SOFA 3C
INTERCOMPANY TRANSACTIONS**

ENTITY	DESCRIPTION	DATE	AMOUNT
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE - PAYMENT OF INTERCOMPANY BALANCE	12/22/2010	\$ (3,573,936.98)
GRACEWAY CANADA HOLDINGS, INC.	INTERCOMPANY RECEIVABLE - PAYMENT OF DIVIDEND FROM GRACEWAY CANADA HOLDINGS, INC.	12/22/2010	\$ (16,500,000.00)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	12/14/2010	\$ 241.29
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	12/10/2010	\$ 42,816.74
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	12/10/2010	\$ 24,629.97
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	12/10/2010	\$ 682.40
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	12/10/2010	\$ 798.82
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	12/10/2010	\$ 195.98
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	12/10/2010	\$ 141.25
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	12/10/2010	\$ 465.83
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	12/10/2010	\$ 4,694.64
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	12/02/2010	\$ 390.00
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	11/30/2010	\$ 5,000.00
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	11/30/2010	\$ 46,955.66
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	11/17/2010	\$ 12.00
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	11/15/2010	\$ 2.00
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	11/12/2010	\$ (16,881.56)
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	10/27/2010	\$ (46,317.73)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	10/27/2010	\$ (390.00)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	10/27/2010	\$ 390.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	10/27/2010	\$ 390.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	10/26/2010	\$ 3,517.48
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	10/26/2010	\$ (1,043.20)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	10/20/2010	\$ 390.00
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	10/19/2010	\$ 775.75
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	10/19/2010	\$ (775.75)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	10/15/2010	\$ (2,437.40)
GRACEWAY CANADA COMPANY	INTERCOMPANY RECEIVABLE	10/11/2010	\$ 1,000.00
GRACEWAY INTERNATIONAL, INC.	INTERCOMPANY RECEIVABLE	10/08/2010	\$ (41,854.31)
TOTAL			\$ (3,162,640.64)

SOFA 4A

SUITS AND ADMINISTRATIVE PROCEEDINGS, EXECUTIONS, GARNISHMENTS AND ATTACHMENTS

CAPTION OF SUIT	CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
ATLAS, ROKSOLANA		EMPLOYMENT DISCRIMINATION		SETTLED
BOTTA, JERRY	YMHC 31169	WORKERS COMPENSATION CLAIM		CLOSED
BUETTNER, ELIZABETH	YKXC 58937	WORKERS COMPENSATION CLAIM		CLOSED
COHEN, DAVID L.	YLA C 41221	WORKERS COMPENSATION CLAIM	NEW YORK	OPEN
COUPE, VALERIE	YKXC 60085	WORKERS COMPENSATION CLAIM		CLOSED
GRACEWAY PHARMACEUTICALS, LLC AND 3M INNOVATIVE PROPERTIES COMPANY V. NYCOMED US INC	2:10CV937	PATENT INFRINGEMENT ACTION	US DISTRICT COURT DISTRICT OF NEW JERSEY	PENDING
GRACEWAY PHARMACEUTICALS, LLC AND 3M INNOVATIVE PROPERTIES, CO. V. PERRIGO COMPANY, PERRIGO ISRAEL PHARMACEUTICALS, LTD. AND NYCOMED US, INC.		PATENT INFRINGEMENT ACTION	US DISTRICT COURT DISTRICT OF NEW JERSEY	SETTLED
GRACEWAY PHARMACEUTICALS, LLC AND CHESTER VALLEY PHARMACEUTICALS, LLC V. RIVER'S EDGE PHARMACEUTICALS, LLC.	2:2008CV00067	INTELLECTUAL PROPERTY - TRADEMARK	GEORGIA NORTHERN DISTRICT COURT	CLOSED
GRACEWAY PHARMACEUTICALS, LLC V. SEBELIUS AND HAMBURG		DECLARATORY JUDGMENT	US DISTRICT COURT FOR THE DISTRICT OF COLUMBIA	CLOSED
IANNELLA, MARY	YLAC 87020	WORKERS COMPENSATION CLAIM		CLOSED

SOFA 4A

SUITS AND ADMINISTRATIVE PROCEEDINGS, EXECUTIONS, GARNISHMENTS AND ATTACHMENTS

CAPTION OF SUIT	CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
KASNER V. GRACEWAY PHARMACEUTICALS, LLC, ET.AL.		EMPLOYMENT DISCRIMINATION	MINNESOTA, 10TH JUDICIAL DISTRICT	PENDING
MCCLELLAN, JOSEPH	YZEC 13393	WORKERS COMPENSATION CLAIM		CLOSED
MCGOLDRICK V. GRACEWAY PHARMACEUTICALS, LLC	07-69163 VLJ	WAGE AND HOUR CLAIM	CALIFORNIA LABOR COMMISSION	CLOSED
METAPHOR, INC. V. GRACEWAY PHARMACEUTICALS, LLC	2:11-CV-04465-SDW-MCA	FEE DISPUTE	US DISTRICT COURT DISTRICT OF NEW JERSEY	PENDING
NICHOLS, CASEY	YZEC 04652	WORKERS COMPENSATION CLAIM		CLOSED
PIINSON, ELIZABETH	YKYC 97851	WORKERS COMPENSATION CLAIM		CLOSED
RAY, MOLLY	YKYC 96760	WORKERS COMPENSATION CLAIM		CLOSED
SKERRITT AND MCCUNN V. GRACEWAY PHARMACEUTICALS, LLC	CV 10-2376 (LDW) (AKT)	PERSONAL INJURY ACTION	US DISTRICT COURT FOR THE EASTERN DISTRICT OF NEW YORK	SETTLED
STIVERS, JULIE	YKSC 31086	WORKERS COMPENSATION CLAIM		CLOSED
TALARICO, AMBER	YZEC 23584	WORKERS COMPENSATION CLAIM		CLOSED

SOFA 7
GIFTS

NAME	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	VALUE OF GIFT	DESCRIPTION
AMERICAN ACADEMY OF DERMATOLOGY(300006)	NONE	03/16/2011	860.00	CAMP DISCOVERY DONATION
KINGSWAY CHARITIES(C9078)	FAMILY RELATED ENTITY	06/06/2011	\$45,893.55	PRODUCTS DONATIONS
KINGSWAY CHARITIES(C9078)	FAMILY RELATED ENTITY	06/06/2011	\$54,714.26	PRODUCTS DONATIONS
KINGSWAY CHARITIES(C9078)	FAMILY RELATED ENTITY	05/13/2011	\$16,956.02	PRODUCTS DONATIONS
KINGSWAY CHARITIES(C9078)	FAMILY RELATED ENTITY	05/13/2011	\$17,698.36	PRODUCTS DONATIONS
KINGSWAY CHARITIES(C9078)	FAMILY RELATED ENTITY	05/13/2011	\$143,153.47	PRODUCTS DONATIONS
KINGSWAY CHARITIES(C9078)	FAMILY RELATED ENTITY	05/13/2011	\$56,516.86	PRODUCTS DONATIONS
KINGSWAY CHARITIES(C9078)	FAMILY RELATED ENTITY	05/13/2011	\$33,798.24	PRODUCTS DONATIONS
KINGSWAY CHARITIES(C9078)	FAMILY RELATED ENTITY	04/15/2011	\$454,334.91	PRODUCTS DONATIONS
KINGSWAY CHARITIES(C9078)	FAMILY RELATED ENTITY	04/15/2011	\$17,752.94	PRODUCTS DONATIONS
KINGSWAY CHARITIES(C9078)	FAMILY RELATED ENTITY	03/07/2011	\$6,230.26	PRODUCTS DONATIONS
KINGSWAY CHARITIES(C9078)	FAMILY RELATED ENTITY	03/07/2011	\$104,577.30	PRODUCTS DONATIONS
KINGSWAY CHARITIES(C9078)	FAMILY RELATED ENTITY	03/07/2011	\$170,194.98	PRODUCTS DONATIONS
KINGSWAY CHARITIES(C9078)	FAMILY RELATED ENTITY	02/17/2011	\$46,305.68	PRODUCTS DONATIONS
UNIVERSITY OF PENNSYLVANIA SCHOOL OF MEDICINE (301926)	NONE	01/27/2011	\$50,000.00	RESEARCH DONATION
UNIVERSITY OF PENNSYLVANIA SCHOOL OF MEDICINE (301926)	NONE	02/24/2011	\$50,000.00	RESEARCH DONATION

SOFA 9 RIDER

PAYMENTS RELATED TO DEBT COUNSELING OR BANKRUPTCY

ITEM	NAME AND ADDRESS	CHECK OR WIRE NUMBER	PAYMENT DATE	TOTAL PAYMENT AMT
1	ALVAREZ & MARSAL 55 WEST MONROE STREET SUITE 4000 CHICAGO, IL 60603			
		WIRE #1500001138	09/30/2010	\$140,224.00
		WIRE #1500001167	10/08/2010	\$126,007.79
		WIRE #1500001163	10/14/2010	\$119,204.07
		WIRE #1500001174	10/14/2010	\$71,476.58
		WIRE #1500001190	10/29/2010	\$40,799.13
		WIRE #1500001380	03/04/2011	\$45,658.07
		WIRE #1500001368	03/18/2011	\$87,208.47
		WIRE #1500001390	03/28/2011	\$54,152.80
		WIRE #1500001541	08/05/2011	\$162,379.38
		WIRE #1500001558	08/10/2011	\$55,339.00
		WIRE #1500001555	08/18/2011	\$150,749.81
		WIRE #1500001571	08/31/2011	\$71,285.69
		WIRE #1500001581	09/07/2011	\$71,123.11
		WIRE #1500001594	09/16/2011	\$94,125.22
		WIRE #1500001591	09/21/2011	\$108,277.63
		WIRE #1500001612	09/27/2011	\$305,042.05
		SUBTOTAL		\$1,703,052.80

SOFA 9 RIDER

PAYMENTS RELATED TO DEBT COUNSELING OR BANKRUPTCY

2 BMC GROUP VDR, LLC

600 1ST AVENUE
SUITE 300
SEATTLE, WA 98104

WIRE #1500001568	08/26/2011	\$25,000.00
SUBTOTAL		\$25,000.00

3 HODGES, DOUGHTY & CARSON, PLLC

617 W. MAIN STREET
KNOXVILLE, TN 37902

WIRE #1500001128	09/29/2010	\$50,000.00
WIRE #1500001192	10/06/2010	\$6,234.00
SUBTOTAL		\$56,234.00

4 HUNTER SMITH & DAVIS LLP

1212 N EASTMAN ROAD
KINGSPORT, TN 37664

CHECK #018193	12/03/2010	\$1,331.93
CHECK #020356	05/12/2011	\$285.00
WIRE #1500001633	09/28/2011	\$1,056.30
SUBTOTAL		\$2,673.23

5 LATHAM & WATKINS LLP

355 SOUTH GRAND AVENUE
LOS ANGELES, CA 90071-1560

CHECK #018762	01/13/2011	\$17,960.74
WIRE #1500001336	02/10/2011	\$275,000.00
WIRE #1500001352	02/28/2011	\$4,919.00
WIRE #1500001370	03/18/2011	\$250,000.00
WIRE #1500001421	04/29/2011	\$250,000.00

SOFA 9 RIDER

PAYMENTS RELATED TO DEBT COUNSELING OR BANKRUPTCY

WIRE #1500001507	07/06/2011	\$300,000.00
WIRE #1500001536	08/10/2011	\$500,000.00
WIRE #1500001550	08/26/2011	\$500,000.00
WIRE #1500001593	09/16/2011	\$500,000.00
WIRE #1500001618	09/26/2011	\$500,000.00
SUBTOTAL		\$3,097,879.74

6 LAZARD FRERES & CO. LLC

30 ROCKEFELLER PLAZA
NEW YORK, NY 10020

WIRE #1500001171	10/14/2010	\$256,755.85
WIRE #1500001179	10/20/2010	\$175,000.00
WIRE #1500001226	11/22/2010	\$175,529.53
CHECK #018763	01/13/2011	\$175,064.13
WIRE #1500001316	01/24/2011	\$175,000.00
WIRE #1500001372	03/04/2011	\$175,059.64
WIRE #1500001373	03/18/2011	\$175,925.40
WIRE #1500001408	04/20/2011	\$175,814.84
WIRE #1500001453	05/24/2011	\$176,098.63
WIRE #1500001514	07/15/2011	\$175,546.08
WIRE #1500001540	08/05/2011	\$176,096.33
WIRE #1500001535	08/10/2011	\$175,160.20
WIRE #1500001597	09/16/2011	\$193,303.34
SUBTOTAL		\$2,380,353.97

SOFA 9 RIDER

PAYMENTS RELATED TO DEBT COUNSELING OR BANKRUPTCY

7 THE GARDEN CITY GROUP, INC.

105 MAXESS ROAD
MELVILLE, NY 11747-3836

WIRE #1500001156 10/01/2010 \$25,000.00

SUBTOTAL \$25,000.00

8 YOUNG CONAWAY STARGATT &
TAYLOR LLP

1000 WEST STREET, 17TH FLOOR
WILMINGTON, DE 19801

WIRE #1500001631 09/26/2011 \$50,000.00

WIRE #1500001630 09/28/2011 \$25,000.00

SUBTOTAL \$75,000.00

GRAND TOTAL \$7,365,193.74

**SOFA 10A
OTHER TRANSFERS**

NAME AND ADDRESS OF TRANSFEREE	RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED	VALUE RECEIVED
2ND JAMISON GREGORY TRUST 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	12/14/09	TAX DISTRIBUTION -3RD QUARTER 2009	\$63,794.00
2ND JAMISON GREGORY TRUST 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	12/28/09	DEFERRED DIVIDEND PAYMENT	\$35,627.50
2ND JAMISON GREGORY TRUST 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	3/18/10	TAX DISTRIBUTION -TRUE UP FOR 2009	\$66,742.00
2ND JORDON GREGORY TRUST 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	12/14/09	TAX DISTRIBUTION -3RD QUARTER 2009	\$63,794.00
2ND JORDON GREGORY TRUST 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	12/28/09	DEFERRED DIVIDEND PAYMENT	\$35,627.50
2ND JORDON GREGORY TRUST 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	3/18/10	TAX DISTRIBUTION -TRUE UP FOR 2009	\$66,742.00
BELLAMY, JOHN 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	12/14/09	TAX DISTRIBUTION -3RD QUARTER 2009	\$44,499.00
BELLAMY, JOHN 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	12/28/09	DEFERRED DIVIDEND PAYMENT	\$89,070.00
BELLAMY, JOHN 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	3/18/10	TAX DISTRIBUTION -TRUE UP FOR 2009	\$46,585.00
CURTIN, CHRIS 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	12/14/09	TAX DISTRIBUTION -3RD QUARTER 2009	\$22,249.00

**SOFA 10A
OTHER TRANSFERS**

NAME AND ADDRESS OF TRANSFEREE	RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED	VALUE RECEIVED
CURTIN, CHRIS 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	12/28/09	DEFERRED DIVIDEND PAYMENT	\$44,535.00
CURTIN, CHRIS 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	3/18/10	TAX DISTRIBUTION -TRUE UP FOR 2009	\$23,291.00
FADNESS, DAVID 7720 NORTH DOBSON ROAD SCOTTSDALE, AZ 85256	INSIDER	12/14/09	TAX DISTRIBUTION -3RD QUARTER 2009	\$22,479.00
FADNESS, DAVID 7720 NORTH DOBSON ROAD SCOTTSDALE, AZ 85256	INSIDER	12/28/09	DEFERRED DIVIDEND PAYMENT	\$44,535.00
FADNESS, DAVID 7720 NORTH DOBSON ROAD SCOTTSDALE, AZ 85256	INSIDER	3/18/10	TAX DISTRIBUTION -TRUE UP FOR 2009	\$23,291.00
FUND VIII/B GRACEWAY SPLITTER 300 NORTH LASALLE ST CHICAGO, IL 60654	INSIDER	12/14/09	TAX DISTRIBUTION -3RD QUARTER 2009	\$412,047.00
FUND VIII/B GRACEWAY SPLITTER 300 NORTH LASALLE ST CHICAGO, IL 60654	INSIDER	3/18/10	TAX DISTRIBUTION -TRUE UP FOR 2009	\$426,684.00
GRACETREE INVESTMENTS 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	12/14/09	TAX DISTRIBUTION -3RD QUARTER 2009	\$510,036.00
GRACETREE INVESTMENTS 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	12/28/09	DEFERRED DIVIDEND PAYMENT	\$285,023.20
GRACETREE INVESTMENTS 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	3/18/10	TAX DISTRIBUTION -TRUE UP FOR 2009	\$533,933.00

**SOFA 10A
OTHER TRANSFERS**

NAME AND ADDRESS OF TRANSFEREE	RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED	VALUE RECEIVED
GREGORY, JEFFERSON J. 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	3/12/10	PURCHASE OF DELL LAPTOP AT BOOK VALUE	\$1,679.78
GTCR CO-INVEST II 300 NORTH LASALLE ST CHICAGO, IL 60654	INSIDER	12/14/09	TAX DISTRIBUTION -3RD QUARTER 2009	\$12,531.00
GTCR CO-INVEST II 300 NORTH LASALLE ST CHICAGO, IL 60654	INSIDER	3/18/10	TAX DISTRIBUTION -TRUE UP FOR 2009	\$12,977.00
GTCR CO-INVEST III 300 NORTH LASALLE ST CHICAGO, IL 60654	INSIDER	12/14/09	TAX DISTRIBUTION -3RD QUARTER 2009	\$31,104.00
GTCR CO-INVEST III 300 NORTH LASALLE ST CHICAGO, IL 60654	INSIDER	3/18/10	TAX DISTRIBUTION -TRUE UP FOR 2009	\$32,209.00
GTCR FUND IX 300 NORTH LASALLE ST CHICAGO, IL 60654	INSIDER	12/14/09	TAX DISTRIBUTION -3RD QUARTER 2009	\$4,132,883.00
GTCR FUND IX 300 NORTH LASALLE ST CHICAGO, IL 60654	INSIDER	3/18/10	TAX DISTRIBUTION -TRUE UP FOR 2009	\$4,279,698.00
GTCR FUND IX/B 300 NORTH LASALLE ST CHICAGO, IL 60654	INSIDER	12/14/09	TAX DISTRIBUTION -3RD QUARTER 2009	\$689,106.00
GTCR FUND IX/B 300 NORTH LASALLE ST CHICAGO, IL 60654	INSIDER	3/18/10	TAX DISTRIBUTION -TRUE UP FOR 2009	\$713,585.00
GTCR FUND VIII 300 NORTH LASALLE STREET CHICAGO, IL 60654	INSIDER	12/14/09	TAX DISTRIBUTION -3RD QUARTER 2009	\$2,347,835.00

**SOFA 10A
OTHER TRANSFERS**

NAME AND ADDRESS OF TRANSFEREE	RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED	VALUE RECEIVED
GTCR FUND VIII 300 NORTH LASALLE STREET CHICAGO, IL 60654	INSIDER	3/18/10	TAX DISTRIBUTION -TRUE UP FOR 2009	\$2,431,239.00
INTERNAL REVENUE SERVICE DEPARTMENT OF THE TREASURY 11601 ROOSEVELT BLVD PHILADELPHIA, PA 19154-0039	NONE	4/1/10	TAX PAYMENT ON BEHALF OF XAVIER YON	\$76,344.00
JONES, GREGORY 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	12/14/09	TAX DISTRIBUTION -3RD QUARTER 2009	\$22,249.00
JONES, GREGORY 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	12/28/09	DEFERRED DIVIDEND PAYMENT	\$44,535.00
JONES, GREGORY 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	3/18/10	TAX DISTRIBUTION -TRUE UP FOR 2009	\$23,291.00
KIRKLAND & ELLIS LLP 300 NORTH LASALLE STREET CHICAGO, IL 60654	NONE	10/1/09	IDEMNITY ISSUES, ISSUANCE ADD'L UNITS, EXCESS CASH FLOW	\$30,888.00
KIRKLAND & ELLIS LLP 300 NORTH LASALLE STREET CHICAGO, IL 60654	NONE	12/3/09	DEBT BUY BACK WORK FOR GW & GTCR	\$8,031.45
KIRKLAND & ELLIS LLP 300 NORTH LASALLE STREET CHICAGO, IL 60654	NONE	12/10/09	DEBT BUY BACK WORK FOR GW & GTCR	\$38,338.35
KIRKLAND & ELLIS LLP 300 NORTH LASALLE STREET CHICAGO, IL 60654	NONE	2/4/10	TAX DISTRIBUTION ISSUES, SECOND LIEN AND MEZZ AGREEMENT	\$24,148.18
KIRKLAND & ELLIS LLP 300 NORTH LASALLE STREET CHICAGO, IL 60654	NONE	3/4/10	DEBT BUY BACK WORK FOR GW & GTCR	\$18,814.95

**SOFA 10A
OTHER TRANSFERS**

NAME AND ADDRESS OF TRANSFEREE	RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED	VALUE RECEIVED
KIRKLAND & ELLIS LLP 300 NORTH LASALLE STREET CHICAGO, IL 60654	NONE	3/18/10	DEBT BUY BACK WORK FOR GW & GTCR	\$33,788.20
KIRKLAND & ELLIS LLP 300 NORTH LASALLE STREET CHICAGO, IL 60654	NONE	4/8/10	WORK ON PIK FOR MEZZANINE DEBT	\$3,445.15
MOCCIA, ROBERT 222 VALLEY CREEK BLVD SUITE 300 EXTON, PA 19341	INSIDER	12/14/09	TAX DISTRIBUTION -3RD QUARTER 2009	\$228,485.00
MOCCIA, ROBERT 222 VALLEY CREEK BLVD SUITE 300 EXTON, PA 19341	INSIDER	12/28/09	DEFERRED DIVIDEND PAYMENT	\$222,675.00
MOCCIA, ROBERT 222 VALLEY CREEK BLVD SUITE 300 EXTON, PA 19341	INSIDER	3/18/10	TAX DISTRIBUTION -TRUE UP FOR 2009	\$236,748.00
NORDSIEK, MICHAEL 222 VALLEY CREEK BLVD SUITE 300 EXTON, PA 19341	INSIDER	12/14/09	TAX DISTRIBUTION -3RD QUARTER 2009	\$91,764.00
NORDSIEK, MICHAEL 222 VALLEY CREEK BLVD SUITE 300 EXTON, PA 19341	INSIDER	12/28/09	DEFERRED DIVIDEND PAYMENT	\$89,070.00
NORDSIEK, MICHAEL 222 VALLEY CREEK BLVD SUITE 300 EXTON, PA 19341	INSIDER	3/18/10	TAX DISTRIBUTION -TRUE UP FOR 2009	\$95,082.00
SHRADER, BRIAN 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	12/14/09	TAX DISTRIBUTION -3RD QUARTER 2009	\$88,998.00
SHRADER, BRIAN 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	3/18/10	TAX DISTRIBUTION -TRUE UP FOR 2009	\$93,169.00

SOFA 10A
OTHER TRANSFERS

NAME AND ADDRESS OF TRANSFEREE	RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED	VALUE RECEIVED
YON, XAVIER 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	12/14/09	TAX DISTRIBUTION -3RD QUARTER 2009	\$24,058.00
YON, XAVIER 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	12/28/09	DEFERRED DIVIDEND PAYMENT	\$22,267.00
YON, XAVIER 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	INSIDER	3/18/10	TAX DISTRIBUTION -TRUE UP FOR 2009	\$21,900.00

SOFA 13
SETOFFS

NAME	DATE OF SETOFF	AMOUNT OF SETOFF
AMERISOURCE BERGEN CORPORATION	07/01/11	(\$7,898.77)
AMERISOURCE BERGEN CORPORATION	07/05/11	(\$32,364.77)
AMERISOURCE BERGEN CORPORATION	07/06/11	(\$845.35)
AMERISOURCE BERGEN CORPORATION	07/07/11	(\$6,444.65)
AMERISOURCE BERGEN CORPORATION	07/08/11	(\$15,232.64)
AMERISOURCE BERGEN CORPORATION	07/11/11	(\$18,502.35)
AMERISOURCE BERGEN CORPORATION	07/12/11	(\$4.32)
AMERISOURCE BERGEN CORPORATION	07/13/11	(\$12,136.50)
AMERISOURCE BERGEN CORPORATION	07/15/11	(\$88,110.73)
AMERISOURCE BERGEN CORPORATION	07/18/11	(\$50,204.98)
AMERISOURCE BERGEN CORPORATION	07/19/11	(\$6,758.24)
AMERISOURCE BERGEN CORPORATION	07/20/11	(\$17,246.48)
AMERISOURCE BERGEN CORPORATION	07/21/11	(\$74,556.73)
AMERISOURCE BERGEN CORPORATION	07/22/11	(\$28,329.84)
AMERISOURCE BERGEN CORPORATION	07/25/11	(\$23,336.11)
AMERISOURCE BERGEN CORPORATION	07/26/11	(\$45,386.41)
AMERISOURCE BERGEN CORPORATION	07/27/11	(\$9,706.37)
AMERISOURCE BERGEN CORPORATION	07/28/11	(\$24,940.12)
AMERISOURCE BERGEN CORPORATION	07/29/11	(\$29,778.74)
AMERISOURCE BERGEN CORPORATION	07/31/11	(\$1,730.15)
AMERISOURCE BERGEN CORPORATION	08/01/11	(\$12,446.08)
AMERISOURCE BERGEN CORPORATION	08/02/11	(\$829.94)
AMERISOURCE BERGEN CORPORATION	08/03/11	(\$17,718.91)
AMERISOURCE BERGEN CORPORATION	08/04/11	(\$44,495.76)
AMERISOURCE BERGEN CORPORATION	08/05/11	(\$15,647.68)
AMERISOURCE BERGEN CORPORATION	08/08/11	(\$18,323.37)
AMERISOURCE BERGEN CORPORATION	08/10/11	(\$24,476.03)
AMERISOURCE BERGEN CORPORATION	08/11/11	(\$71,360.97)
AMERISOURCE BERGEN CORPORATION	08/12/11	(\$14,387.16)
AMERISOURCE BERGEN CORPORATION	08/15/11	(\$40,973.09)
AMERISOURCE BERGEN CORPORATION	08/17/11	(\$13,778.02)
AMERISOURCE BERGEN CORPORATION	08/18/11	(\$5,713.87)
AMERISOURCE BERGEN CORPORATION	08/19/11	(\$97,560.71)
AMERISOURCE BERGEN CORPORATION	08/22/11	(\$17,913.12)
AMERISOURCE BERGEN CORPORATION	08/24/11	(\$53,608.08)
AMERISOURCE BERGEN CORPORATION	08/25/11	(\$12,815.54)
AMERISOURCE BERGEN CORPORATION	08/26/11	(\$6,700.21)
AMERISOURCE BERGEN CORPORATION	08/29/11	(\$26,134.08)
AMERISOURCE BERGEN CORPORATION	08/31/11	(\$55,061.09)
AMERISOURCE BERGEN CORPORATION	09/06/11	(\$65,855.58)
AMERISOURCE BERGEN CORPORATION	09/07/11	(\$27,570.00)
AMERISOURCE BERGEN CORPORATION	09/08/11	(\$4,262.36)
AMERISOURCE BERGEN CORPORATION	09/12/11	(\$53,492.06)
AMERISOURCE BERGEN CORPORATION	09/14/11	(\$12,392.18)

SOFA 13
SETOFFS

NAME	DATE OF SETOFF	AMOUNT OF SETOFF
AMERISOURCE BERGEN CORPORATION	09/15/11	(\$20,101.48)
AMERISOURCE BERGEN CORPORATION	09/16/11	(\$11,549.91)
AMERISOURCE BERGEN CORPORATION	09/19/11	(\$39,791.19)
AMERISOURCE BERGEN CORPORATION	09/20/11	(\$210.26)
AMERISOURCE BERGEN CORPORATION	09/21/11	(\$11,749.09)
AMERISOURCE BERGEN CORPORATION	09/22/11	(\$8,989.35)
AMERISOURCE BERGEN CORPORATION	09/23/11	(\$9,242.12)
AMERISOURCE BERGEN CORPORATION	09/26/11	(\$166.92)
BELLCO DRUG/AMERISOURCEBERGEN	08/31/11	(\$664.12)
BELLCO DRUG/AMERISOURCEBERGEN	09/08/11	(\$111.82)
CAPITAL WHOLESALE DRUG CO	07/01/11	(\$523.60)
CAPITAL WHOLESALE DRUG CO	07/14/11	(\$43.09)
CAPITAL WHOLESALE DRUG CO	08/29/11	(\$372.26)
CAPITAL WHOLESALE DRUG CO	09/06/11	(\$425.44)
CARDINAL	07/01/11	(\$10,014.87)
CARDINAL	07/05/11	(\$229,183.60)
CARDINAL	07/06/11	(\$6,603.83)
CARDINAL	07/07/11	(\$4,140.47)
CARDINAL	07/08/11	(\$6,328.16)
CARDINAL	07/11/11	(\$4,650.62)
CARDINAL	07/12/11	(\$4,934.49)
CARDINAL	07/13/11	(\$8,469.64)
CARDINAL	07/14/11	(\$747,347.91)
CARDINAL	07/15/11	(\$150,676.55)
CARDINAL	07/18/11	(\$7,046.22)
CARDINAL	07/19/11	(\$8,922.37)
CARDINAL	07/20/11	(\$8,044.23)
CARDINAL	07/21/11	(\$13,428.13)
CARDINAL	07/22/11	(\$270,051.48)
CARDINAL	07/25/11	(\$4,875.24)
CARDINAL	07/26/11	(\$2,432.59)
CARDINAL	07/27/11	(\$308,391.28)
CARDINAL	07/28/11	(\$147,466.29)
CARDINAL	07/29/11	(\$78,895.00)
CARDINAL	07/31/11	(\$28,833.41)
CARDINAL	08/01/11	(\$8,068.64)
CARDINAL	08/02/11	(\$12,497.57)
CARDINAL	08/03/11	(\$6,214.04)
CARDINAL	08/04/11	(\$14,929.14)
CARDINAL	08/05/11	(\$5,853.66)
CARDINAL	08/08/11	(\$4,450.51)
CARDINAL	08/09/11	(\$257,190.50)
CARDINAL	08/10/11	(\$9,906.85)

SOFA 13
SETOFFS

NAME	DATE OF SETOFF	AMOUNT OF SETOFF
CARDINAL	08/11/11	(\$11,387.39)
CARDINAL	08/12/11	(\$5,275.39)
CARDINAL	08/15/11	(\$4,461.62)
CARDINAL	08/16/11	(\$5,995.52)
CARDINAL	08/17/11	(\$5,018.05)
CARDINAL	08/18/11	(\$13,567.51)
CARDINAL	08/19/11	(\$43,654.05)
CARDINAL	08/22/11	(\$113,467.64)
CARDINAL	08/23/11	(\$7,888.84)
CARDINAL	08/24/11	(\$49,255.57)
CARDINAL	08/25/11	(\$7,517.39)
CARDINAL	08/26/11	(\$10,885.25)
CARDINAL	08/29/11	(\$5,977.75)
CARDINAL	08/30/11	(\$206,028.37)
CARDINAL	08/31/11	(\$89,872.58)
CARDINAL	09/06/11	(\$28,836.64)
CARDINAL	09/07/11	(\$3,805.80)
CARDINAL	09/08/11	(\$664.12)
CARDINAL	09/12/11	(\$28,237.75)
CARDINAL	09/13/11	(\$7,152.98)
CARDINAL	09/14/11	(\$7,097.94)
CARDINAL	09/15/11	(\$6,787.67)
CARDINAL	09/16/11	(\$3,745.29)
CARDINAL	09/19/11	(\$6,788.09)
CESAR CASTILLO INC.	08/02/11	(\$735.54)
DAKOTA DRUG, INC.	07/01/11	(\$16.06)
DAKOTA DRUG, INC.	07/11/11	(\$996.16)
DAKOTA DRUG, INC.	07/18/11	(\$90.83)
DAKOTA DRUG, INC.	07/21/11	(\$162.19)
DAKOTA DRUG, INC.	07/28/11	(\$34.62)
DAKOTA DRUG, INC.	08/01/11	(\$24.09)
DAKOTA DRUG, INC.	08/03/11	(\$60.07)
DAKOTA DRUG, INC.	08/08/11	(\$24.09)
DAKOTA DRUG, INC.	08/09/11	(\$27.00)
DAKOTA DRUG, INC.	08/10/11	(\$1,388.31)
DAKOTA DRUG, INC.	08/15/11	(\$19.78)
DAKOTA DRUG, INC.	08/25/11	(\$567.72)
DAKOTA DRUG, INC.	09/15/11	(\$19.78)
DAKOTA DRUG, INC.	09/19/11	(\$26.59)
DAKOTA DRUG, INC.	09/22/11	(\$32.12)
DIK DRUG	07/14/11	(\$666.45)
DIK DRUG	08/19/11	(\$223.64)
DIK DRUG	08/24/11	(\$664.12)

SOFA 13
SETOFFS

NAME	DATE OF SETOFF	AMOUNT OF SETOFF
FRANK W KERR	07/11/11	(\$775.94)
FRANK W KERR	07/14/11	(\$2,259.89)
FRANK W KERR	07/15/11	(\$664.12)
FRANK W KERR	07/22/11	(\$664.12)
FRANK W KERR	07/28/11	(\$111.82)
FRANK W KERR	08/24/11	(\$664.12)
H. E. BUTT GROCERY COMPANY	07/15/11	(\$13,088.39)
H. E. BUTT GROCERY COMPANY	08/04/11	(\$12,734.68)
H. E. BUTT GROCERY COMPANY	09/08/11	(\$7,691.01)
HD SMITH WHOLESALE DRUG	07/05/11	(\$8,820.64)
HD SMITH WHOLESALE DRUG	07/12/11	(\$5,025.04)
HD SMITH WHOLESALE DRUG	07/15/11	(\$11,986.80)
HD SMITH WHOLESALE DRUG	07/19/11	(\$16,204.39)
HD SMITH WHOLESALE DRUG	07/22/11	(\$4,225.14)
HD SMITH WHOLESALE DRUG	07/26/11	(\$22,857.13)
HD SMITH WHOLESALE DRUG	07/31/11	(\$335.45)
HD SMITH WHOLESALE DRUG	08/02/11	(\$5,972.84)
HD SMITH WHOLESALE DRUG	08/04/11	(\$2,427.22)
HD SMITH WHOLESALE DRUG	08/09/11	(\$8,762.55)
HD SMITH WHOLESALE DRUG	08/16/11	(\$7,745.65)
HD SMITH WHOLESALE DRUG	08/17/11	(\$111.82)
HD SMITH WHOLESALE DRUG	08/19/11	(\$1,202.72)
HD SMITH WHOLESALE DRUG	08/23/11	(\$5,141.47)
HD SMITH WHOLESALE DRUG	08/30/11	(\$2,077.46)
HD SMITH WHOLESALE DRUG	08/31/11	(\$2,192.48)
HD SMITH WHOLESALE DRUG	09/06/11	(\$8,070.59)
HD SMITH WHOLESALE DRUG	09/12/11	(\$1,138.38)
HD SMITH WHOLESALE DRUG	09/16/11	(\$176.60)
KINRAY	07/01/11	(\$109.80)
KINRAY	07/05/11	(\$54.90)
KINRAY	07/11/11	(\$145.00)
KINRAY	07/18/11	(\$462.03)
KINRAY	07/22/11	(\$1,440.06)
KINRAY	07/25/11	(\$561.94)
KINRAY	07/26/11	(\$664.12)
KINRAY	07/28/11	(\$1,440.06)
LOUISIANA WHOLESALE DRUG CO., INC.	08/31/11	(\$664.12)
MCKESSON	07/05/11	(\$18,820.20)
MCKESSON	07/06/11	(\$7,109.16)
MCKESSON	07/08/11	(\$12,872.08)
MCKESSON	07/11/11	(\$4,285.11)
MCKESSON	07/12/11	(\$15,559.66)
MCKESSON	07/15/11	(\$96,603.76)

SOFA 13
SETOFFS

NAME	DATE OF SETOFF	AMOUNT OF SETOFF
MCKESSON	07/19/11	(\$186.88)
MCKESSON	07/20/11	(\$260,161.83)
MCKESSON	07/21/11	(\$12,759.89)
MCKESSON	07/22/11	(\$227,748.33)
MCKESSON	07/26/11	(\$48,777.35)
MCKESSON	07/27/11	(\$111.82)
MCKESSON	07/28/11	(\$139,611.74)
MCKESSON	07/29/11	(\$1,992.36)
MCKESSON	07/31/11	(\$49,145.11)
MCKESSON	08/02/11	(\$22,479.16)
MCKESSON	08/03/11	(\$664.12)
MCKESSON	08/04/11	(\$63,287.10)
MCKESSON	08/05/11	(\$10,684.64)
MCKESSON	08/08/11	(\$3,544.23)
MCKESSON	08/09/11	(\$88,110.70)
MCKESSON	08/10/11	(\$2,065.17)
MCKESSON	08/11/11	(\$10,388.04)
MCKESSON	08/15/11	(\$115.20)
MCKESSON	08/16/11	(\$25,031.08)
MCKESSON	08/18/11	(\$9,544.10)
MCKESSON	08/19/11	(\$241,082.18)
MCKESSON	08/23/11	(\$19,963.45)
MCKESSON	08/24/11	(\$8,928.31)
MCKESSON	08/25/11	(\$12,380.23)
MCKESSON	08/29/11	(\$84,881.62)
MCKESSON	08/30/11	(\$22,872.75)
MCKESSON	08/31/11	(\$79,820.49)
MCKESSON	09/06/11	(\$28,319.26)
MCKESSON	09/07/11	(\$11,160.15)
MCKESSON	09/08/11	(\$1,328.24)
MCKESSON	09/12/11	(\$11,871.80)
MCKESSON	09/13/11	(\$25,921.38)
MCKESSON	09/14/11	(\$31,610.11)
MCKESSON	09/15/11	(\$10,771.85)
MEDCO HEALTH SOLUTIONS, INC.	07/15/11	(\$9,649.54)
MEDCO HEALTH SOLUTIONS, INC.	08/05/11	(\$7.00)
MORRIS & DICKSON	07/01/11	(\$975.49)
MORRIS & DICKSON	07/05/11	(\$1,114.93)
MORRIS & DICKSON	07/06/11	(\$159.54)
MORRIS & DICKSON	07/07/11	(\$1,615.50)
MORRIS & DICKSON	07/08/11	(\$1,362.49)
MORRIS & DICKSON	07/11/11	(\$1,434.81)
MORRIS & DICKSON	07/12/11	(\$478.62)

SOFA 13
SETOFFS

NAME	DATE OF SETOFF	AMOUNT OF SETOFF
MORRIS & DICKSON	07/14/11	(\$6,762.25)
MORRIS & DICKSON	07/15/11	(\$3,117.47)
MORRIS & DICKSON	07/18/11	(\$437.66)
MORRIS & DICKSON	07/19/11	(\$2,516.78)
MORRIS & DICKSON	07/20/11	(\$138.82)
MORRIS & DICKSON	07/21/11	(\$2,360.54)
MORRIS & DICKSON	07/22/11	(\$3,188.90)
MORRIS & DICKSON	07/25/11	(\$811.99)
MORRIS & DICKSON	07/26/11	(\$3,726.54)
MORRIS & DICKSON	07/28/11	(\$1,836.70)
MORRIS & DICKSON	07/29/11	(\$1,570.80)
MORRIS & DICKSON	08/01/11	(\$969.07)
MORRIS & DICKSON	08/02/11	(\$736.63)
MORRIS & DICKSON	08/04/11	(\$3,893.53)
MORRIS & DICKSON	08/05/11	(\$1,256.64)
MORRIS & DICKSON	08/08/11	(\$1,115.40)
MORRIS & DICKSON	08/09/11	(\$836.12)
MORRIS & DICKSON	08/10/11	(\$27.00)
MORRIS & DICKSON	08/11/11	(\$3,040.75)
MORRIS & DICKSON	08/12/11	(\$1,669.03)
MORRIS & DICKSON	08/15/11	(\$501.98)
MORRIS & DICKSON	08/16/11	(\$2,217.71)
MORRIS & DICKSON	08/18/11	(\$2,175.22)
MORRIS & DICKSON	08/19/11	(\$3,665.16)
MORRIS & DICKSON	08/22/11	(\$1,643.07)
MORRIS & DICKSON	08/23/11	(\$891.25)
MORRIS & DICKSON	08/24/11	(\$5,625.50)
MORRIS & DICKSON	08/25/11	(\$3,989.95)
MORRIS & DICKSON	08/26/11	(\$1,230.42)
MORRIS & DICKSON	08/29/11	(\$1,493.49)
MORRIS & DICKSON	08/30/11	(\$1,408.29)
MORRIS & DICKSON	08/31/11	(\$3,103.84)
MORRIS & DICKSON	09/06/11	(\$7,240.08)
MORRIS & DICKSON	09/07/11	(\$108.31)
MORRIS & DICKSON	09/08/11	(\$111.82)
MORRIS & DICKSON	09/12/11	(\$3,825.56)
MORRIS & DICKSON	09/13/11	(\$1,758.35)
MORRIS & DICKSON	09/15/11	(\$2,890.56)
MORRIS & DICKSON	09/16/11	(\$806.23)
MORRIS & DICKSON	09/19/11	(\$480.57)
MORRIS & DICKSON	09/20/11	(\$212.72)
NC MUTUAL WHOLESale	07/12/11	(\$54.90)
NC MUTUAL WHOLESale	07/14/11	(\$3,546.30)

SOFA 13
SETOFFS

NAME	DATE OF SETOFF	AMOUNT OF SETOFF
NC MUTUAL WHOLESale	07/15/11	(\$3,931.59)
NC MUTUAL WHOLESale	07/19/11	(\$46.20)
NC MUTUAL WHOLESale	07/28/11	(\$88.30)
NC MUTUAL WHOLESale	08/04/11	(\$9,521.30)
NC MUTUAL WHOLESale	08/09/11	(\$162.80)
NC MUTUAL WHOLESale	08/19/11	(\$3,685.86)
NC MUTUAL WHOLESale	08/31/11	(\$830.15)
NC MUTUAL WHOLESale	09/07/11	(\$61.70)
NC MUTUAL WHOLESale	09/13/11	(\$147.30)
R & S NORTHEAST	07/05/11	(\$9,188.68)
R & S NORTHEAST	07/11/11	(\$11,238.89)
R & S NORTHEAST	07/14/11	(\$4,218.48)
R & S NORTHEAST	07/21/11	(\$10,758.17)
R & S NORTHEAST	07/27/11	(\$16,461.20)
R & S NORTHEAST	08/02/11	(\$4,157.41)
R & S NORTHEAST	08/05/11	(\$24,241.87)
R & S NORTHEAST	08/12/11	(\$14,717.62)
R & S NORTHEAST	08/16/11	(\$39,654.31)
RDC-ROCHESTER DRUG	07/14/11	(\$2,368.63)
RDC-ROCHESTER DRUG	08/04/11	(\$6,568.66)
RDC-ROCHESTER DRUG	08/18/11	(\$103.90)
RDC-ROCHESTER DRUG	08/19/11	(\$111.82)
SMITH DRUG COMPANY	07/05/11	(\$404.05)
SMITH DRUG COMPANY	07/06/11	(\$123.40)
SMITH DRUG COMPANY	07/11/11	(\$4,697.38)
SMITH DRUG COMPANY	07/12/11	(\$1,389.85)
SMITH DRUG COMPANY	07/14/11	(\$5,368.84)
SMITH DRUG COMPANY	07/15/11	(\$332.06)
SMITH DRUG COMPANY	07/21/11	(\$223.63)
SMITH DRUG COMPANY	07/22/11	(\$1,190.91)
SMITH DRUG COMPANY	07/26/11	(\$3,548.97)
SMITH DRUG COMPANY	08/02/11	(\$314.33)
SMITH DRUG COMPANY	08/03/11	(\$664.12)
SMITH DRUG COMPANY	08/04/11	(\$664.12)
SMITH DRUG COMPANY	08/05/11	(\$111.82)
SMITH DRUG COMPANY	08/08/11	(\$111.82)
SMITH DRUG COMPANY	08/09/11	(\$1,422.24)
SMITH DRUG COMPANY	08/10/11	(\$111.82)
SMITH DRUG COMPANY	08/16/11	(\$648.98)
SMITH DRUG COMPANY	08/18/11	(\$664.12)
SMITH DRUG COMPANY	08/19/11	(\$111.82)
SMITH DRUG COMPANY	08/23/11	(\$395.13)
SMITH DRUG COMPANY	08/24/11	(\$4,659.36)

SOFA 13
SETOFFS

NAME	DATE OF SETOFF	AMOUNT OF SETOFF
SMITH DRUG COMPANY	08/29/11	(\$664.12)
SMITH DRUG COMPANY	08/30/11	(\$462.60)
SMITH DRUG COMPANY	09/07/11	(\$61.70)
SMITH DRUG COMPANY	09/13/11	(\$111.82)
VALLEY WHOLESALE DRUG CO	07/15/11	(\$173.74)
VALUE DRUG COMPANY	07/07/11	(\$726.45)
VALUE DRUG COMPANY	07/22/11	(\$664.12)
VALUE DRUG COMPANY	07/26/11	(\$1,440.06)
VALUE DRUG COMPANY	07/27/11	(\$1,328.24)
VALUE DRUG COMPANY	07/28/11	(\$664.12)
VALUE DRUG COMPANY	08/02/11	(\$664.12)
VALUE DRUG COMPANY	08/03/11	(\$862.70)
VALUE DRUG COMPANY	08/09/11	(\$111.82)
WAL-MART	07/14/11	(\$1,178.23)
TOTAL		<u><u>(\$6,545,536.84)</u></u>

SOFA 18A
NATURE, LOCATION AND NAME OF BUSINESS

NAME	ADDRESS	TAYPAYER ID	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
CHESTER VALLEY HOLDINGS, LLC	340 MARTIN LUTHER KING JR BLVD SUITE 500 BRISTOL, TN 37620	20-1929457	PHARMACEUTICAL SALES	12/11/2006 TO PRESENT
CHESTER VALLEY HOLDINGS, INC.	340 MARTIN LUTHER KING JR BLVD SUITE 500 BRISTOL, TN 37620	20-1929457	PHARMACEUTICAL SALES	11/23/2004 TO 12/11/2006
GRACEWAY CANADA HOLDINGS, INC.	340 MARTIN LUTHER KING JR BLVD SUITE 500 BRISTOL, TN 37620	20-8046663	PHARMACEUTICAL SALES	11/21/2006 TO PRESENT
GRACEWAY COSTA RICA SA	340 MARTIN LUTHER KING JR BLVD SUITE 500 BRISTOL, TN 37620	N/A	PHARMACEUTICAL SALES	1/26/2007 TO 6/29/2010
GRACEWAY GUATEMALA SA	340 MARTIN LUTHER KING JR BLVD SUITE 500 BRISTOL, TN 37620	N/A	PHARMACEUTICAL SALES	1/22/2007 TO 6/29/2010
GRACEWAY HONDURAS SA	340 MARTIN LUTHER KING JR BLVD SUITE 500 BRISTOL, TN 37620	N/A	PHARMACEUTICAL SALES	1/19/2007 TO 6/29/2010
GRACEWAY INTERNATIONAL, INC.	340 MARTIN LUTHER KING JR BLVD SUITE 500 BRISTOL, TN 37620	26-0212399	PHARMACEUTICAL SALES	5/22/2007 TO PRESENT
GRACEWAY MEXICO OPCO S. DE R.L. DE C.V.	340 MARTIN LUTHER KING JR BLVD SUITE 500 BRISTOL, TN 37620	N/A	PHARMACEUTICAL SALES	12/29/2006 TO 6/29/2010
GRACEWAY MEXICO S. DE R.L. DE C.V.	340 MARTIN LUTHER KING JR BLVD SUITE 500 BRISTOL, TN 37620	N/A	PHARMACEUTICAL SALES	12/29/2006 TO 6/29/2010

SOFA 19D

BOOKS, RECORDS AND FINANCIAL STATEMENTS - ISSUED FINANCIAL STATEMENTS

NAME AND ADDRESS	DATE ISSUED
AMERICAN EXPRESS ATTN: PRESIDENT OR GENERAL COUNSEL P O BOX 360001 FORT LAUDERDALE, FL 33336-0001	UNKNOWN
BANK OF AMERICA, N.A., AS FIRST LIEN COLLATERAL AGENT ATTENTION: DAN BUTLER MAIN OFFICE BC MAIL CODE: R11-102-16-01 111 WESTMINSTER ST PROVIDENCE, RI 02903	UNKNOWN
DEUTSCHE BANK TRUST COMPANY AMERICAS, AS SECOND LIEN COLLATERAL AGENT ATTENTION: CARIN M. KEEGAN DEUTSCHE BANK LEVERAGED FINANCE PORTFOLIO 60 WALL STREET NEW YORK, NY 10005	UNKNOWN
GOLDMAN SACHS CREDIT PARTNERS, L.P. ATTN: MUHAMMAD KHAN 30 HUDSON STREET, 17TH FLOOR JERSEY CITY, NJ 07302	UNKNOWN
GTCR CO-INVEST II, L.P. ATTN: PRESIDENT OR GENERAL COUNSEL 300 NORTH LASALLE STREET SUITE 5600 CHICAGO, IL 60654	UNKNOWN
GTCR CO-INVEST III, L.P. ATTN: PRESIDENT OR GENERAL COUNSEL 300 NORTH LASALLE STREET SUITE 5600 CHICAGO, IL 60654	UNKNOWN
GTCR FUND IX/A, L.P. ATTN: PRESIDENT OR GENERAL COUNSEL 300 NORTH LASALLE STREET SUITE 5600 CHICAGO, IL 60654	UNKNOWN

SOFA 19D

BOOKS, RECORDS AND FINANCIAL STATEMENTS - ISSUED FINANCIAL STATEMENTS

NAME AND ADDRESS	DATE ISSUED
GTCR FUND IX/A.L.P. ATTN: PRESIDENT OR GENERAL COUNSEL 6100 SEARS TOWER CHICAGO, IL 60606	UNKNOWN
GTCR FUND IX/B, GRACEWAY SPLITTER, L.P. ATTN: PRESIDENT OR GENERAL COUNSEL 300 NORTH LASALLE STREET SUITE 5600 CHICAGO, IL 60654	UNKNOWN
GTCR FUND VIII, L.P. ATTN: PRESIDENT OR GENERAL COUNSEL 300 NORTH LASALLE STREET SUITE 5600 CHICAGO, IL 60654	UNKNOWN
GTCR FUND VIII, LP ATTN: PRESIDENT OR GENERAL COUNSEL 6100 SEARS TOWER CHICAGO, IL 60606-6402	UNKNOWN
GTCR FUND VIII/B, GRACEWAY SPLITTER, L.P. ATTN: PRESIDENT OR GENERAL COUNSEL 300 NORTH LASALLE STREET SUITE 5600 CHICAGO, IL 60654	UNKNOWN
GTCR GOLDER RAUNER II, LLC ATTN: DAN TOROCKIO 300 NORTH LASALLE STREET STE.5600 CHICAGO, IL 60654	UNKNOWN
KONICA MINOLTA PREMIER FINANCE ATTN: PRESIDENT OR GENERAL COUNSEL P O BOX 740423 ATLANTA, GA 30374-0423	UNKNOWN

SOFA 19D

BOOKS, RECORDS AND FINANCIAL STATEMENTS - ISSUED FINANCIAL STATEMENTS

NAME AND ADDRESS	DATE ISSUED
MARSH USA, INC. ATTN: PRESIDENT OR GENERAL COUNSEL 1801 WEST END AVENUE, STE 1500 NASHVILLE, TN 37203	UNKNOWN
MOODY'S INVESTORS SERVICE ATTN: PRESIDENT OR GENERAL COUNSEL P.O. BOX 102597 ATLANTA, GA 30368-0597	UNKNOWN
PRICEWATERHOUSECOOPERS, LLP 800 GREEN VALLEY ROAD SUITE 500 GREENSBORO, NC 27408	UNKNOWN
RLI INSURANCE COMPANY ATTN: DIRECTOR OR GENERAL COUNSEL 9025 NORTH LINDBERGH DRIVE PEORIA, IL 61615-1499	UNKNOWN
STANDARD AND POOR'S ATTN: PRESIDENT OR GENERAL COUNSEL 2542 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693	UNKNOWN
WELLS FARGO ATTN: MR. JEFF LINICK, SENIOR VP 201 SOUTH JEFFERSON ST 2ND FLOOR ROANOKE, VA 24011	UNKNOWN

SOFA 21B
CURRENT PARTNERS, OFFICERS, DIRECTORS AND SHAREHOLDERS

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK
GRACEWAY HOLDINGS, LLC 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	EQUITY HOLDER	100%
BELLAMY, JOHN A.A. 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	EVP, GENERAL COUNSEL & SECRETARY	N/A
CURTIN, CHRISTOPHER 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	EVP, TECH OPS	N/A
DUNN, KENNETH C. 70 WEST MADISON SUITE 4400 CHICAGO, IL 60602	MEMBER OF THE BOARD OF MANAGERS	N/A
FIORENTINO, EDWARD J. 150 S. SAUNDERS RD. SUITE 120 LAKE FOREST, IL 60045	MEMBER OF THE BOARD OF MANAGERS	N/A
GREGORY, JEFFERSON J. 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	CHAIRMAN OF THE BOARD OF MANAGERS AND CEO	N/A
JANNOTTA, JR., EDGAR D. 300 NORTH LASALLE STREET SUITE 5600 CHICAGO, IL 60654	MEMBER OF THE BOARD OF MANAGERS	N/A
JONES, GREGORY C. 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	EXEC VP STRATEGIC DEVELOPMENT	N/A
MIHAS, CONSTANTINE S. 300 NORTH LASALLE STREET SUITE 5600 CHICAGO, IL 60654	MEMBER OF THE BOARD OF MANAGERS	N/A
MOCCIA, ROBERT J. 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	MEMBER OF THE BOARD OF MANAGERS, PRESIDENT AND COO	N/A

SOFA 21B
CURRENT PARTNERS, OFFICERS, DIRECTORS AND SHAREHOLDERS

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK
NORDSIEK, MICHAEL 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	CHIEF SCIENCE OFFICER	N/A
SHRADER, BRIAN G. 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	CFO	N/A
WITHROW, ROBERT 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	TREASURER	N/A
YON, XAVIER 340 MARTIN LUTHER KING JR. BLVD SUITE 500 BRISTOL, TN 37620	MEMBER OF THE BOARD OF MANAGERS	N/A