

# United States Bankruptcy Court

District Of Delaware

In re Graceway Holdings, LLC,  
Debtor

Case No. 11-13038 (PJW)

Chapter 11

## SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property		1	\$ 0.00		
B - Personal Property		6	\$ 0.00 + UNDETERMINED AMOUNTS		
C - Property Claimed as Exempt					
D - Creditors Holding Secured Claims		1		\$ 0.00 + UNDETERMINED AMOUNTS	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)		6		\$ 0.00 + UNDETERMINED AMOUNTS	
F - Creditors Holding Unsecured Nonpriority Claims		3		\$ 0.00 + UNDETERMINED AMOUNTS	
G - Executory Contracts and Unexpired Leases		1			
H - Codebtors		3			
I - Current Income of Individual Debtor(s)	No				\$ N/A
J - Current Expenditures of Individual Debtors(s)	No				\$ N/A
<b>TOTAL</b>		<b>21</b>	<b>\$ 0.00 + UNDETERMINED AMOUNTS</b>	<b>\$ 0.00 + UNDETERMINED AMOUNTS</b>	

In re Graceway Holdings, LLC,  
 Debtor

Case No. 11-13038 (PJW)  
 (If known)

### SCHEDULE A – REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
NONE				
Total ▼			\$ 0.00	

(Report also on Summary of Schedules.)

In re Graceway Holdings, LLC,  
 Debtor

Case No. 11-13038 (PJW)  
 (If known)

### SCHEDULE B – PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply 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).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		SEE ATTACHED SCHEDULE B.2 RIDER		\$0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		SEE ATTACHED SCHEDULE B.9 RIDER		UNDETERMINED
10. Annuities. Itemize and name each issuer.	X			

In re Graceway Holdings, LLC,  
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Case No. 11-13038 (PJW)  
 (If known)

**SCHEDULE B – PERSONAL PROPERTY**  
 (Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		100% EQUITY OWNERSHIP IN GRACEWAY PHARMACEUTICALS, LLC		UNDETERMINED
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

In re Graceway Holdings, LLC,  
 Debtor

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 (If known)

**SCHEDULE B – PERSONAL PROPERTY**  
 (Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			

In re Graceway Holdings, LLC,  
 Debtor

Case No. 11-13038 (PJW)  
 (If known)

**SCHEDULE B – PERSONAL PROPERTY**  
 (Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
35. Other personal property of any kind not already listed. Itemize.	X			
<p align="right">3 continuation sheets attached Total ▶</p> <p align="center">(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)</p>				<p>\$ 0.00                  + UNDETERMINED                  AMOUNTS</p>

SCHEDULE B - PERSONAL PROPERTY  
RIDER B.2 - BANK ACCOUNTS

BANK	ADDRESS	ACCOUNT TYPE	ACCOUNT NUMBER	BALANCE
WELLS FARGO BANK, N.A.	201 SOUTH JEFFERSON ST VA7440 2ND FLOOR ROANOKE, VA 24011	GW HOLDING ACCOUNT	XXXXXXXX3939	\$0.00

TOTAL \$0.00

**SCHEDULE B - PERSONAL PROPERTY  
RIDER B.9 - INTERESTS IN INSURANCE POLICIES**

INSURANCE COMPANY	TYPE OF POLICY	POLICY NUMBER	SURRENDER OR REFUND VALUE
ACE AMERICAN	EXCESS D&O	DOXG24576644-002	UNDETERMINED
COLUMBIA CASUALTY (CNA )	EXCESS PRODUCTS LIABILITY	ADE2088049084-4	UNDETERMINED
CONTINENTAL INSURANCE CO. (CNA)	OCEAN CARGO	OC7300011	UNDETERMINED
FEDERAL INSURANCE COMPANY (CHUBB)	FIDUCIARY, CRIME, K&R	8207-8184	UNDETERMINED
HARTFORD CASUALTY INSURANCE COMPANY	UMBRELLA	20 RHU TA9564	UNDETERMINED
HARTFORD FIRE INSURANCE COMPANY	PACKAGE - GL/PROPERTY	20 UUN TA9885	UNDETERMINED
HARTFORD FIRE INSURANCE COMPANY	AUTOMOBILE LIABILITY	20 UEN I16177	UNDETERMINED
HARTFORD FIRE INSURANCE COMPANY	AUTOMOBILE LIABILITY	20 MCP IY3911	UNDETERMINED
ILLINOIS UNION (ACE)	EXCESS PRODUCTS LIABILITY	G21818690-002	UNDETERMINED
IRONSHORE SPECIALTY	EXCESS PRODUCTS LIABILITY	000170601	UNDETERMINED
THE HARTFORD	WORKERS' COMPENSATION (ALL STATES EXCEPT MONOPOLISTIC STATES)	20 WE RT7552	UNDETERMINED
NATIONAL UNION FIRE INSURANCE OF PITTSBURGH (CHARTIS)	D&O/EPL	01-686-03-49	UNDETERMINED
SELF-INSURED RETENTION	PRODUCTS LIABILITY (500K SIR)	N/A	UNDETERMINED

TOTAL

UNDETERMINED



In re Graceway Holdings, LLC  
Debtor

Case No. 11-13038 (PJW)  
(if known)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, 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). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. 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	X		GUARANTY - FIRST LIEN CREDIT AGREEMENT  VALUE \$ UNDETERMINED	X	X		UNDETERMINED	UNDETERMINED
ACCOUNT NO. 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	X		GUARANTY - SECOND LIEN CREDIT AGREEMENT  VALUE \$ UNDETERMINED	X	X		UNDETERMINED	UNDETERMINED
Subtotal ► (Total of this page)							\$ 0.00	\$0.00
Total ► (Use only on last page)							\$ 0.00 + UNDETERMINED AMOUNTS	\$0.00 + UNDETERMINED AMOUNTS

(Report also on Summary of Schedules.) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re Graceway Holdings, LLC,  
DebtorCase No. 11-13038 (PJW)  
(if known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets) **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

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(if known)

**Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

**Deposits by individuals**

Claims of individuals up to \$2,600\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

**Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

**Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

**Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Graceway Holdings, LLC,  
Debtor

Case No. 11-13038 (PJW)  
(if known)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTER	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	
Account No. CITY OF PHILADELPHIA DEPARTMENT OF REVENUE P.O. BOX 1660 PHILADELPHIA, PA 19105-1660			CONTINGENT TAX CLAIM	X	X		UNDETERMINED	UNDETERMINED	UNDETERMINED	
Account No. COMPTROLLER OF PUBLIC ACCOUNTS P.O. BOX 149348 AUSTIN, TX 78714-9348			CONTINGENT TAX CLAIM	X	X		UNDETERMINED	UNDETERMINED	UNDETERMINED	
Account No. D.C. TREASURER GOVERNMENT OF D.C. OFFICE OF TAX & REVENUE P.O. BOX 7572 WASHINGTON, DC 20044-7572			CONTINGENT TAX CLAIM	X	X		UNDETERMINED	UNDETERMINED	UNDETERMINED	
Account No. DIVISION OF TAXATION STATE OF NEW JERSEY DIVISION OF TAXATION P.O. BOX 248 TRENTON, NJ 08646-0248			CONTINGENT TAX CLAIM	X	X		UNDETERMINED	UNDETERMINED	UNDETERMINED	
Sheet no. <u>1</u> of <u>4</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims							Subtotals ▶ (Totals of this page)	\$ 0.00	\$ 0.00	\$ 0.00
Total ▶ (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)							\$			
Totals ▶ (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)								\$	\$	

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
 (Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTER	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	Type of Priority for Claims Listed on This Sheet			AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
				CONTINGENT	UNLIQUIDATED	DISPUTED			
Account No. FRANCHISE TAX BOARD P.O. BOX 942857 SACRAMENTO, CA 94257-0601			CONTINGENT TAX CLAIM	X	X		UNDETERMINED	UNDETERMINED	UNDETERMINED
Account No. FRANCHISE TAX BOARD STATE OF CALIFORNIA P.O. BOX 942867 SACRAMENTO, CA 94267-0651			CONTINGENT TAX CLAIM	X	X		UNDETERMINED	UNDETERMINED	UNDETERMINED
Account No. INTERNAL REVENUE SERVICE DEPARTMENT OF THE TREASURY IRS SERVICE CENTER OGDEN, UT 84201-0011			CONTINGENT TAX CLAIM	X	X		UNDETERMINED	UNDETERMINED	UNDETERMINED
Account No. KENTUCKY DEPARTMENT OF REVENUE FRANKFORT, KY 40620			CONTINGENT TAX CLAIM	X	X		UNDETERMINED	UNDETERMINED	UNDETERMINED
Sheet no. <u>2</u> of <u>4</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims							\$ 0.00	\$ 0.00	\$ 0.00
Subtotals ► (Totals of this page)									
Total ► (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)							\$		
Totals ► (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)								\$	\$

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
 (Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTER	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	Type of Priority for Claims Listed on This Sheet			AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	
				CONTINGENT	UNLIQUIDATED	DISPUTED				
Account No. MICHIGAN DEPARTMENT OF TREASURY P.O. BOX 30774 LANSING, MI 48909-8274			CONTINGENT TAX CLAIM	X	X		UNDETERMINED	UNDETERMINED	UNDETERMINED	
Account No. MINNESOTA DEPARTMENT OF REVENUE MINNESOTA PARTNERSHIP TAX MAIL STATION 1760 ST. PAUL, MN 55145-1760			CONTINGENT TAX CLAIM	X	X		UNDETERMINED	UNDETERMINED	UNDETERMINED	
Account No. PENNSYLVANIA DEPARTMENT OF REVENUE BUREAU OF CORPORATE TAXES DEPARTMENT 280427 HARRISBURG, PA 17128-0427			CONTINGENT TAX CLAIM	X	X		UNDETERMINED	UNDETERMINED	UNDETERMINED	
Account No. PENNSYLVANIA DEPARTMENT OF REVENUE P.O. BOX 280403 HARRISBURG, PA 17128-0403			CONTINGENT TAX CLAIM	X	X		UNDETERMINED	UNDETERMINED	UNDETERMINED	
Sheet no. <u>3</u> of <u>4</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims							Subtotals ▶ (Totals of this page)	\$ 0.00	\$ 0.00	\$ 0.00
							Total ▶ (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)	\$		
							Totals ▶ (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)	\$		\$

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
 (Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTER	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	
Account No. TENNESSEE DEPARTMENT OF REVENUE ANDREW JACKSON STATE OFFICE BLDG 500 DEADERICK STREET NASHVILLE, TN 37242			CONTINGENT TAX CLAIM	X	X		UNDETERMINED	UNDETERMINED	UNDETERMINED	
Account No. US TREASURY DEPARTMENT OF THE TREASURY P.O. BOX 409101 OGDEN, UT 84409			CONTINGENT TAX CLAIM	X	X		UNDETERMINED	UNDETERMINED	UNDETERMINED	
Account No. WEST VIRGINIA STATE TAX DEPARTMENT INTERNAL AUDIT DIVISION P.O. BOX 11751 CHARLESTON, WV 25339-1751			CONTINGENT TAX CLAIM	X	X		UNDETERMINED	UNDETERMINED	UNDETERMINED	
Account No. WISCONSIN DEPARTMENT OF REVENUE P.O. BOX 8908 MADISON, WI 53708-8908			CONTINGENT TAX CLAIM	X	X		UNDETERMINED	UNDETERMINED	UNDETERMINED	
Sheet no. <u>4</u> of <u>4</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims							Subtotals ▶ (Totals of this page)	\$ 0.00	\$ 0.00	\$ 0.00
							Total ▶ (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)	\$ 0.00 + UNDETERMINED AMOUNTS		
							Totals ▶ (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)		\$ 0.00 + UNDETERMINED AMOUNTS	\$ 0.00 + UNDETERMINED AMOUNTS

In re Graceway Holdings, LLC,  
Debtor

Case No. 11-13038 (PJW)  
(if known)

### SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, 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). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. CHESTER VALLEY HOLDINGS, LLC 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620			CO-DEBTOR - FIRST LIEN CREDIT AGREEMENT	X	X		UNDETERMINED
ACCOUNT NO. CHESTER VALLEY HOLDINGS, LLC 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620			CO-DEBTOR - SECOND LIEN CREDIT AGREEMENT	X	X		UNDETERMINED
ACCOUNT NO. CHESTER VALLEY PHARMACEUTICALS, LLC 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620			CO-DEBTOR - SECOND LIEN CREDIT AGREEMENT	X	X		UNDETERMINED
Subtotal ▶							\$ 0.00
Total ▶							\$

2 continuation sheets attached

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)



In re Graceway Holdings, LLC,  
Debtor

Case No. 11-13038 (PJW)  
(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. CHESTER VALLEY PHARMACEUTICALS, LLC 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620			CO-DEBTOR - FIRST LIEN CREDIT AGREEMENT	X	X		UNDETERMINED
ACCOUNT NO. GRACEWAY CANADA HOLDINGS, INC. 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620			CO-DEBTOR - FIRST LIEN CREDIT AGREEMENT	X	X		UNDETERMINED
ACCOUNT NO. GRACEWAY CANADA HOLDINGS, INC. 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620			CO-DEBTOR - SECOND LIEN CREDIT AGREEMENT	X	X		UNDETERMINED
ACCOUNT NO. GRACEWAY INTERNATIONAL, INC. 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620			CO-DEBTOR - SECOND LIEN CREDIT AGREEMENT	X	X		UNDETERMINED
Sheet no. <u>1</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ▶ \$ 0.00
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							Total ▶ \$

In re Graceway Holdings, LLC  
Debtor

Case No. 11-13038 (PJW)  
(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. GRACEWAY INTERNATIONAL, INC. 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620			CO-DEBTOR - FIRST LIEN CREDIT AGREEMENT	X	X		UNDETERMINED
ACCOUNT NO. GRACEWAY PHARMACEUTICALS, LLC 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620			CO-DEBTOR - SECOND LIEN CREDIT AGREEMENT	X	X		UNDETERMINED
ACCOUNT NO. GRACEWAY PHARMACEUTICALS, LLC 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620			CO-DEBTOR - FIRST LIEN CREDIT AGREEMENT	X	X		UNDETERMINED
ACCOUNT NO.							
Subtotal ▶							\$ 0.00
Total ▶							\$ 0.00
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							+ UNDETERMINED AMOUNTS

In re Graceway Holdings, LLC,  
 Debtor

Case No. 11-13038 (PJW)  
 (if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, 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).

Check this box if debtor has no executory contracts or unexpired leases.

<b>NAME AND MAILING ADDRESS,                  INCLUDING ZIP CODE,                  OF OTHER PARTIES TO LEASE OR CONTRACT.</b>	<b>DESCRIPTION OF CONTRACT OR LEASE AND                  NATURE OF DEBTOR'S INTEREST. STATE                  WHETHER LEASE IS FOR NONRESIDENTIAL                  REAL PROPERTY. STATE CONTRACT                  NUMBER OF ANY GOVERNMENT CONTRACT.</b>
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	FIRST LIEN CREDIT AGREEMENT
DEUTSCHE BANK TRUST COMPANY AMERICAS, AS SECOND LIEN COLLATERAL AGENT DEUTSCHE BANK LEVERAGED FINANCE PORTFOLIO 60 WALL STREET NEW YORK, NY 10005	SECOND LIEN CREDIT AGREEMENT

In re Graceway Holdings, LLC,  
Debtor

Case No. 11-13038 (PJW)  
(if known)

### SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. 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 the eight year period 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, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, 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; Fed. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
SEE ATTACHED SCHEDULE H RIDER	

Schedule H - Co-Debtor Rider

Name and Address of Co-Debtor	Name and Address of Creditor
CHESTER VALLEY HOLDINGS, LLC 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620	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 2903
CHESTER VALLEY PHARMACEUTICALS, LLC 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620	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 2903
GRACEWAY CANADA HOLDINGS, INC. 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620	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 2903
GRACEWAY INTERNATIONAL, INC. 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620	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 2903
GRACEWAY PHARMACEUTICALS, LLC 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620	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 2903
CHESTER VALLEY HOLDINGS, LLC 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620	DEUTSCHE BANK TRUST COMPANY AMERICAS, AS SECOND LIEN COLLATERAL AGENT DEUTSCHE BANK LEVERAGED FINANCE PORTFOLIO 60 WALL STREET NEW YORK, NY 10005
CHESTER VALLEY PHARMACEUTICALS, LLC 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620	DEUTSCHE BANK TRUST COMPANY AMERICAS, AS SECOND LIEN COLLATERAL AGENT DEUTSCHE BANK LEVERAGED FINANCE PORTFOLIO 60 WALL STREET NEW YORK, NY 10005
GRACEWAY CANADA HOLDINGS, INC. 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620	DEUTSCHE BANK TRUST COMPANY AMERICAS, AS SECOND LIEN COLLATERAL AGENT DEUTSCHE BANK LEVERAGED FINANCE PORTFOLIO 60 WALL STREET NEW YORK, NY 10005
GRACEWAY INTERNATIONAL, INC. 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620	DEUTSCHE BANK TRUST COMPANY AMERICAS, AS SECOND LIEN COLLATERAL AGENT DEUTSCHE BANK LEVERAGED FINANCE PORTFOLIO 60 WALL STREET NEW YORK, NY 10005

Schedule H - Co-Debtor Rider

Name and Address of Co-Debtor	Name and Address of Creditor
GRACEWAY PHARMACEUTICALS, LLC 340 MARTIN LUTHER KING BLVD SUITE 500 BRISTOL, TN 37620	DEUTSCHE BANK TRUST COMPANY AMERICAS, AS SECOND LIEN COLLATERAL AGENT DEUTSCHE BANK LEVERAGED FINANCE PORTFOLIO 60 WALL STREET NEW YORK, NY 10005

In re : Graceway Holdings, LLC

Case No. 11-13038 (PJW)

### DECLARATION CONCERNING DEBTOR'S SCHEDULES

#### DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of \_\_\_\_\_ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date \_\_\_\_\_

Signature: \_\_\_\_\_  
Debtor

Date \_\_\_\_\_

Signature: \_\_\_\_\_  
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

#### DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 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

X \_\_\_\_\_  
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 appropriate 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. 11 U.S.C. § 110; 18 U.S.C. § 156.

#### DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the Corporation [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of \_\_\_\_\_ sheets (Total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date 10/31/11

Signature : Brian G. Shrader

Brian G. Shrader - Chief Financial Officer  
[Print or type name of individual signing on behalf of debtor.]

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

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