

Exhibit I

Complaint:

Metaphor, Inc. v. Graceway Pharmaceuticals, LLC

THE BEINHAKERMILLER LAW FIRM, LLC
414 Westfield Avenue
Westfield, New Jersey 07090
Tel: (908) 272-2232
Fax: (908) 233-4546
Email: mdm@beinlaw.com
Attorneys for Plaintiff, Metaphor, Inc/

**FEDERAL DISTRICT COURT
DISTRICT OF NEW JERSEY**

METAPHOR, INC.,

Plaintiff,

Case No.:

vs.

GRACEWAY PHARMACEUTICALS,
LLC,

Civil Action

Defendant.

COMPLAINT

Plaintiff, Metaphor, Inc. ("Metaphor"), through its counsel complains against Defendant, Graceway Pharmaceuticals, LLC ("Graceway") as follows:

PARTIES

1. Plaintiff Metaphor is a corporation of the State of New Jersey with a corporate headquarters in 119 Cherry Hill Road, Parsippany, New Jersey.

2. Defendant Graceway is a limited liability company of the State of Tennessee with their corporate headquarters at 340 Martin Luther King Boulevard, Suite 500, Bristol, Tennessee.

JURISDICTION

3. This Court has subject matter jurisdiction in this matter as it involves citizens of different states and the amount in controversy exceeds \$75,000.

4. This Court has personal jurisdiction over this matter as Graceway has availed itself of the privileges of doing business in the State of New Jersey and the events complained of occurred in New Jersey.

THE BEINHAKERMILLER LAW FIRM, LLC
414 WESTFIELD AVENUE
WESTFIELD, NJ 07090
908.272.2232 – FAX: 908.233.4546

FACTS COMMON TO ALL COUNTS

5. Metaphor is a marketing, advertising, public relations and sales promotion company firm specializing in the healthcare industry.

6. Graceway is a pharmaceutical company focused on acquiring, in licensing, and developing brand name prescription pharmaceutical products.

7. For the past six (6) years, Metaphor has provided Graceway and its predecessor entities with valuable services and products in the areas of marketing, advertising, sales and promotional support, web development and brand management.

8. Although not an annual contract, Graceway issues purchase orders for each project it places with Metaphor. Each purchase order is akin to a separate contract.

9. Metaphor issues invoices to Graceway for work completed to the date of the invoice.

10. Metaphor's payment terms are printed on every invoice. Net payment is required in thirty (30) days.

11. As of August 2, 2011, Graceway owes Metaphor \$471,545.09 in overdue invoices for authorized and completed work. All these monies have been billed by Metaphor invoices more than 30 days before that date.

12. As of August 2, 2011, Metaphor has made demand upon Graceway for payment of its \$471,545.09.

13. As of August 2, 2011, none of the \$471,545.09 has been paid.

14. Graceway has not disputed any of Metaphor's invoices.

COUNT I

(BREACH OF CONTRACT)

15. Plaintiff repeats and realleges each and every allegation contained in Paragraphs 1 through 14 as if fully set forth herein.

THE BEINHAKERMILLER LAW FIRM, LLC
414 WESTFIELD AVENUE
WESTFIELD, NJ 07090
908.272.2232 — FAX: 908.233.4546

16. Through the issuance of ongoing purchase orders, Graceway has contracted with Metaphor to provide specified goods and services at agreed upon rates payable at a specified time.

17. Metaphor has supplied the goods and services.

18. Graceway has accepted the goods and services.

19. Graceway has failed to pay Metaphor at the agreed upon rates and at the agreed upon time.

20. Graceway is in breach of its agreement with Metaphor.

21. Metaphor has made demand on Graceway for the \$471,545.09 outstanding.

22. Graceway has failed to pay its outstanding balance of \$471,545.09

23. As a consequence of Graceway's breach, Metaphor has been damaged.

WHEREFORE, Metaphor demands judgment in the amount of \$471,545.09, plus interest, attorneys' fees and such other and further relief as is just under the circumstances.

COUNT II

(UNJUST ENRICHMENT , QUANTUM MERIT)

24. Plaintiff repeats and realleges each and every allegation contained in Paragraphs 1 through 23 as if fully set forth herein.

25. At Graceway's request, Metaphor has provided it with valuable goods and services.

26. Metaphor is owed \$471,545.09 as the fair value of its goods and services provided to Graceway.

27. Unless Metaphor is paid \$471,545.09 for goods and services provided to Graceway ; Graceway will be unjustly enriched and Metaphor has and will continue to be damaged.

WHEREFORE, Metaphor demands judgment in the amount of \$471,545.09, plus interest, attorneys' fees and such other and further relief as is just under the circumstances.

THE BEINHAKERMILLER LAW FIRM, LLC
414 WESTFIELD AVENUE
WESTFIELD, NJ 07090
908.272.2232 – FAX: 908.233.4546

COUNT III

(ACCOUNT STATED)

28. Plaintiff repeats and realleges each and every allegation contained in Paragraphs 1 through 27 as if fully set forth herein.

29. On an ongoing basis, Metaphor has provided Graceway with updated invoices showing the amount Graceway owes to Metaphor.

30. Graceway has not objected to the amount sought by Metaphor and has made payments of its outstanding ongoing balances to Metaphor reducing it to the \$471,545.09 balance claimed herein..

31. The \$471,545.09 owed to Metaphor by Graceway constitutes an account stated which has not been objected to by Graceway.

WHEREFORE, Metaphor demands judgment in the amount of \$471,545.09, plus interest, attorneys' fees and such other and further relief as is just under the circumstances.

THE BEINHAKERMILLER LAW FIRM, LLC
Attorneys for Plaintiff, Metaphor, Inc.

By: 
MARK D. MILLER, ESQ.

Dated: August 2, 2011

CERTIFICATION PURSUANT TO RULE 11.2

I hereby certify that the matter in controversy is not the subject of any other action pending in any Court or of any pending arbitration proceeding, and that no other action or arbitration is contemplated, and that I know of no other party who should be joined in this action.

THE BEINHAKERMILLER LAW FIRM, LLC
Attorneys for Plaintiff, Metaphor, Inc.

By: 
MARK D. MILLER, ESQ.

Dated: August 2, 2011

DESIGNATION OF TRIAL COUNSEL

Mark D. Miller, Esq., is hereby designated as trial counsel.

THE BEINHAKERMILLER LAW FIRM
Attorneys for Plaintiff, Metaphor, Inc.

By: _____


MARK D. MILLER, ESQ.

Dated: August 2, 2011

THE BEINHAKERMILLER LAW FIRM, LLC
414 WESTFIELD AVENUE
WESTFIELD, NJ 07090
908.272.2232 – FAX: 908.233.4546

JS 44 (Rev. 12/07, NJ 5/08)

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.)

<p>I. (a) PLAINTIFFS Metaphor, Inc.</p> <p>(b) County of Residence of First Listed Plaintiff <u>Morris</u></p> <p>(c) Attorney's (Firm Name, Address, Telephone Number and Email Address) Mark D. Miller, Esq., The Beinhaker Miller Law Firm, LLC 414 Westfield Avenue, Westfield, NJ 07090 (908) 272-2232 mdm@beinlaw.com & hpp@beinlaw.com</p>	<p>DEFENDANTS Graceway Pharmaceuticals, LLC</p> <p>County of Residence of First Listed Defendant <u>Sullivan County, TN</u></p> <p>NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE LAND INVOLVED.</p> <p>Attorneys (If Known)</p>
--	--

<p>II. BASIS OF JURISDICTION (Place an "X" in One Box Only)</p> <p><input type="checkbox"/> 1 U.S. Government Plaintiff</p> <p><input type="checkbox"/> 2 U.S. Government Defendant</p> <p><input type="checkbox"/> 3 Federal Question (U.S. Government Not a Party)</p> <p><input checked="" type="checkbox"/> 4 Diversity (Indicate Citizenship of Parties in Item III)</p>	<p>III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)</p> <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th></th> <th>PTF</th> <th>DEF</th> <th></th> <th>PTF</th> <th>DEF</th> </tr> <tr> <td>Citizen of This State</td> <td><input checked="" type="checkbox"/> 1</td> <td><input type="checkbox"/> 1</td> <td>Incorporated or Principal Place of Business In This State</td> <td><input checked="" type="checkbox"/> 4</td> <td><input type="checkbox"/> 4</td> </tr> <tr> <td>Citizen of Another State</td> <td><input type="checkbox"/> 2</td> <td><input checked="" type="checkbox"/> 2</td> <td>Incorporated and Principal Place of Business In Another State</td> <td><input type="checkbox"/> 5</td> <td><input checked="" type="checkbox"/> 5</td> </tr> <tr> <td>Citizen or Subject of a Foreign Country</td> <td><input type="checkbox"/> 3</td> <td><input type="checkbox"/> 3</td> <td>Foreign Nation</td> <td><input type="checkbox"/> 6</td> <td><input type="checkbox"/> 6</td> </tr> </table>		PTF	DEF		PTF	DEF	Citizen of This State	<input checked="" type="checkbox"/> 1	<input type="checkbox"/> 1	Incorporated or Principal Place of Business In This State	<input checked="" type="checkbox"/> 4	<input type="checkbox"/> 4	Citizen of Another State	<input type="checkbox"/> 2	<input checked="" type="checkbox"/> 2	Incorporated and Principal Place of Business In Another State	<input type="checkbox"/> 5	<input checked="" type="checkbox"/> 5	Citizen or Subject of a Foreign Country	<input type="checkbox"/> 3	<input type="checkbox"/> 3	Foreign Nation	<input type="checkbox"/> 6	<input type="checkbox"/> 6
	PTF	DEF		PTF	DEF																				
Citizen of This State	<input checked="" type="checkbox"/> 1	<input type="checkbox"/> 1	Incorporated or Principal Place of Business In This State	<input checked="" type="checkbox"/> 4	<input type="checkbox"/> 4																				
Citizen of Another State	<input type="checkbox"/> 2	<input checked="" type="checkbox"/> 2	Incorporated and Principal Place of Business In Another State	<input type="checkbox"/> 5	<input checked="" type="checkbox"/> 5																				
Citizen or Subject of a Foreign Country	<input type="checkbox"/> 3	<input type="checkbox"/> 3	Foreign Nation	<input type="checkbox"/> 6	<input type="checkbox"/> 6																				

IV. NATURE OF SUIT (Place an "X" in One Box Only)

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Excl. Veterans) <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders' Suits <input checked="" type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability <input type="checkbox"/> 196 Franchise	<p>PERSONAL INJURY</p> <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury <p>PERSONAL INJURY</p> <input type="checkbox"/> 362 Personal Injury - Med. Malpractice <input type="checkbox"/> 365 Personal Injury - Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability <p>PERSONAL PROPERTY</p> <input type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability	<input type="checkbox"/> 610 Agriculture <input type="checkbox"/> 620 Other Food & Drug <input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> 630 Liquor Laws <input type="checkbox"/> 640 R.R. & Truck <input type="checkbox"/> 650 Airline Regs. <input type="checkbox"/> 660 Occupational Safety/Health <input type="checkbox"/> 690 Other	<input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 <p style="text-align: center;">PROPERTY RIGHTS</p> <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark <p style="text-align: center;">LABOR</p> <input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor/Mgmt. Relations & Disclosure Act <input type="checkbox"/> 730 Labor/Mgmt. Reporting & Disclosure Act <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Empl. Ret. Inc. Security Act <p style="text-align: center;">IMMIGRATION</p> <input type="checkbox"/> 462 Naturalization Application <input type="checkbox"/> 463 Habeas Corpus - Alien Detainee <input type="checkbox"/> 465 Other Immigration Actions	<input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 480 Consumer Credit <input type="checkbox"/> 490 Cable/Sat TV <input type="checkbox"/> 810 Selective Service <input type="checkbox"/> 850 Securities/Commodities/Exchange <input type="checkbox"/> 875 Customer Challenge 12 USC 3410 <input type="checkbox"/> 890 Other Statutory Actions <input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 892 Economic Stabilization Act <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 894 Energy Allocation Act <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 900 Appeal of Fee Determination Under Equal Access to Justice <input type="checkbox"/> 950 Constitutionality of State Statutes
REAL PROPERTY	CIVIL RIGHTS	PRISONER PETITIONS		
<input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	<input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/Accommodations <input type="checkbox"/> 444 Welfare <input type="checkbox"/> 445 Amer. w/Disabilities - Employment <input type="checkbox"/> 446 Amer. w/Disabilities - Other <input type="checkbox"/> 440 Other Civil Rights	<input type="checkbox"/> 510 Motions to Vacate Sentence <p>Habeas Corpus:</p> <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition		

V. ORIGIN (Place an "X" in One Box Only)

1 Original Proceeding 2 Removed from State Court 3 Remanded from Appellate Court 4 Reinstated or Reopened 5 Transferred from another district (specify) 6 Multidistrict Litigation 7 Appeal to District Judge from Magistrate Judgment

VI. CAUSE OF ACTION Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity):
28 U.S.C. 1332 (a1)

Brief description of cause:
Suit for payment of accounts receivables.

VII. REQUESTED IN COMPLAINT: CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23 DEMAND \$ 471,545.09 CHECK YES only if demanded in complaint: JURY DEMAND: Yes No

VIII. RELATED CASE(S) (See instructions): JUDGE _____ DOCKET NUMBER _____

Explanation: 8/2/11


DATE: 08/02/2011 SIGNATURE OF ATTORNEY OF RECORD: 

Exhibit J

Leaf Trademark Principal Register

Int. Cl.: 5

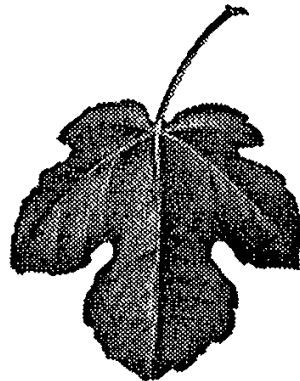
Prior U.S. Cls.: 6, 18, 44, 46, 51, and 52

Reg. No. 2,181,399

United States Patent and Trademark Office

Registered Aug. 11, 1998

**TRADEMARK
PRINCIPAL REGISTER**



RIKER LABORATORIES, INC. (DELAWARE
CORPORATION)
3M CENTER
SAINT PAUL, MN 551441000 RIKER LABORA-
TORIES, INC. (DELAWARE CORPORATION)

3M CENTER
SAINT PAUL, MN 551441000

FOR: PHARMACEUTICAL PREPARATIONS,
NAMELY, IMMUNOMODULATORS, IN CLASS
5 (U.S. CLS. 6, 18, 44, 46, 51 AND 52).

FIRST USE 6-6-1997; IN COMMERCE
6-6-1997.

SN 75-215,842, FILED 12-19-1996.

KAREN KUHLMKE, EXAMINING ATTORNEY