

EXHIBIT A

**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 (MFW)

Jointly Administered

**DECLARATION OF MARK FRANK IN SUPPORT OF MOTION OF
GSW ADVERTISING, LLC FOR ALLOWANCE AND PAYMENT OF
ADMINISTRATIVE EXPENSE CLAIM PURSUANT TO 11 U.S.C. § 503(b)**

I, Mark Frank, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am over the age of eighteen years and competent to testify concerning the matters set forth herein.

2. I make this declaration in my capacity as President of the Newtown, Pennsylvania office of GSW Advertising, LLC in support of the Motion of GSW Advertising, LLC ("GSW") For Allowance And Payment Of Administrative Expense Claim Pursuant To 11 U.S.C. § 503(b) (the "Motion"). I have personal knowledge of and can verify the accuracy of the information contained herein.

3. GSW and Graceway Pharmaceuticals, LLC ("Graceway") are parties to a Project Estimate Contract dated April 12, 2011, pursuant to which GSW agreed to develop a website for Zyclara Cream (the "Agreement")².

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); Graceway Holdings, LLC, a Delaware limited liability company (2502); Graceway Pharmaceuticals, LLC, a Delaware limited liability company (5385); Chester Valley Holdings, LLC, a Delaware limited liability company (9457); Chester Valley Pharmaceuticals, LLC, a Delaware limited liability company (3713); Graceway Canada Holdings, Inc., a Delaware corporation (6663); and Graceway International, Inc., a Delaware corporation (2399). The mailing address for Graceway Pharmaceuticals, LLC is 340 Martin Luther King Jr. Blvd., Suite 500, Bristol, TN 37620 (Attn: John Bellamy).

4. Pursuant to the terms of the Agreement, both prior to and following September 29, 2011 when Graceway and its affiliated debtors filed for relief under chapter 11 of title 11 of the United States Code, GSW provided advertising and marketing assistance to Graceway in preparing a new website for Zyclara Cream (the “Services”). Prior to the Petition Date, GSW provided services in the amount of \$88,050 and billed \$3,986.63 in out-of-pocket expenses. After the Petition Date, GSW provided an additional \$11,925.00 worth of services and incurred \$162.50 in additional out-of-pocket expenses, for a total amount due of \$12,087.50.

5. The preparation of the website continued during the Graceway bankruptcy. Due in part to the post-petition work by GSW, the website is now ready for review by the legal and medical regulatory team at either Graceway or Medicis Pharmaceutical Group.

6. The Services preserved the Graceway estate by allowing for the marketing of Graceway’s Zyclara product on the website, which, once the website is launched, will then be able to generate funds through sales that can be used to pay creditors GSW is entitled to the allowance of an administrative claim in the amount of \$12,087.50. A true and accurate copy of a chart showing the out of pocket expenses incurred and the hours expended prepetition and post-petition, along with the amount charged per hour is attached hereto as Exhibit 1. Exhibit 1 shows the total post-petition amount due, including hours and out of pocket expenses, to be \$12,087.50. Attached as Exhibit 2 is a summary of all hours expended post-petition. Attached as Exhibit 3 is a summary of all out of pocket expenses incurred in performing the Services. Of those out of pocket expenses, only one (for \$162.50) was incurred post-petition.

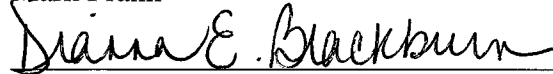
² The Agreement between Debtor and GSW is available upon request from Debtor but is not attached herewith due to the confidential nature of certain provisions contained therein. Moreover, Debtor should have a copy of this Agreement as it is a party thereto.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed on December 20 2011

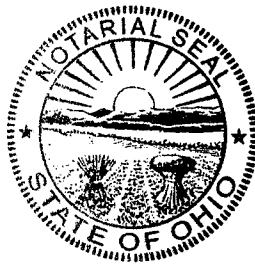


Mark Frank



Notary Public

My commission expires: 10/1/16



Dianna E. Blackburn
Notary Public, State of Ohio
My Commission Expires 10-01-2016

Sum of hours month	petition		
	Post-Petition	Pre-petition	Grand Total
3		2.00	2.00
4		26.00	26.00
5		82.75	82.75
6		165.25	165.25
7		53.00	53.00
8		171.50	171.50
9	15.50	86.50	102.00
10	64.00		64.00
Grand Total	79.50	587.00	666.50

150/hr is the rate for this client

	Postpetition	Prepetition
Hours *	11,925.00	88,050.00
OOP *	162.50	3,986.63
Totals	12,087.50	92,036.63

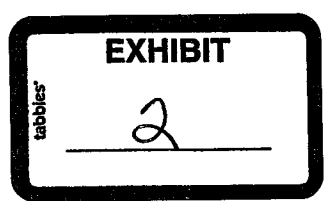
invoiced 6/9/11	55,015.00	pre-bill	paid 7/21
invoiced 7/19/11	30,000.00	pre-bill	not paid
invoiced 8/3/11	30,030.00	pre-bill	not paid
total invoiced	115,045.00		

Prepetition due to PA: 37,021.63 92k incurred less amt pd

Postpetition amount: 12,087.50 postpetition incurred



job	job name	employee	hours	function	date	month	petition	comment	ar inv #	dlid	EMP_BILL_RATE
49928	Zyclara External Genitalia Warts Website Development	Neal Balucic	0.25	editor	29-Sep-11	9	Post- Petition		121560	3	150
49928	Zyclara External Genitalia Warts Website Development	Gregory Jones	1	sraaga	29-Sep-11	9	Post- Petition	Email layout	121560	1	150
49928	Zyclara External Genitalia Warts Website Development	Scott Klink	8	devlpr	29-Sep-11	9	Post- Petition		121560	1	150
49928	Zyclara External Genitalia Warts Website Development	Scott Klink	6	devlpr	30-Sep-11	9	Post- Petition		121560	1	150
49928	Zyclara External Genitalia Warts Website Development	Jacqueline Syver	0.25	crecco	30-Sep-11	9	Post- Petition	traffic status	121560	6	150
49928	Zyclara External Genitalia Warts Website Development	Gregory Jones	1	sraaga	03-Oct-11	10	Post- Petition	email template	122224	1	150
49928	Zyclara External Genitalia Warts Website Development	Scott Klink	5	devlpr	03-Oct-11	10	Post- Petition		122224	1	150
49928	Zyclara External Genitalia Warts Website Development	Jacqueline Syver	0.25	crecco	03-Oct-11	10	Post- Petition	traffic status	122224	3	150
49928	Zyclara External Genitalia Warts Website Development	Scott Klink	4	devlpr	04-Oct-11	10	Post- Petition		122224	2	150
49928	Zyclara External Genitalia Warts Website Development	Scott Klink	3	devlpr	05-Oct-11	10	Post- Petition		122224	1	150
49928	Zyclara External Genitalia Warts Website Development	Kim Roemer	0.25	insart	05-Oct-11	10	Post- Petition	follow up re stock	122224	3	150
49928	Zyclara External Genitalia Warts Website Development	Nathaniel Hayes	0.5	copysup	06-Oct-11	10	Post- Petition		122224	1	150
49928	Zyclara External Genitalia Warts Website Development	Todd Hodgman	1	dslnst	06-Oct-11	10	Post- Petition	QA meeting and status	122224	2	150
49928	Zyclara External Genitalia Warts Website Development	Gregory Jones	1	sraaga	06-Oct-11	10	Post- Petition	Meeting with PMG	122224	1	150
49928	Zyclara External Genitalia Warts Website Development	Scott Klink	4	devlpr	06-Oct-11	10	Post- Petition		122224	1	150
49928	Zyclara External Genitalia Warts Website Development	Clint Smith	2.5	editor	06-Oct-11	10	Post- Petition		122224	2	150
49928	Zyclara External Genitalia Warts Website Development	Jacqueline Syver	1.5	crecco	06-Oct-11	10	Post- Petition	traffic status route	122224	4	150
49928	Zyclara External Genitalia Warts Website Development	Bill Healey	3	editr	07-Oct-11	10	Post- Petition	Internal Review AT	122224	2	150
49928	Zyclara External Genitalia Warts Website Development	Clint Smith	4.75	editor	07-Oct-11	10	Post- Petition		122224	2	150
49928	Zyclara External Genitalia Warts Website Development	Bill Healey	2	editr	10-Oct-11	10	Post- Petition	Online Review	122224	1	150
49928	Zyclara External Genitalia Warts Website Development	Jacqueline Syver	0.5	crecco	10-Oct-11	10	Post- Petition	traffic status route	122224	7	150
49928	Zyclara External Genitalia Warts Website Development	Todd Hodgman	0.5	dslnst	11-Oct-11	10	Post- Petition	QA	122224	3	150
49928	Zyclara External Genitalia Warts Website Development	Gina LaManna	2	sraat	11-Oct-11	10	Post- Petition		122224	2	150
49928	Zyclara External Genitalia Warts Website Development	Nathaniel Hayes	1	copysup	12-Oct-11	10	Post- Petition		122224	1	150
49928	Zyclara External Genitalia Warts Website Development	Todd Hodgman	0.5	dslnst	12-Oct-11	10	Post- Petition	QA	122224	4	150
49928	Zyclara External Genitalia Warts Website Development	Gregory Jones	1.5	sraaga	12-Oct-11	10	Post- Petition	review round 2 of staging	122224	2	150
49928	Zyclara External Genitalia Warts Website Development	Scott Klink	5	devlpr	12-Oct-11	10	Post- Petition	link modify clients modify product shot	122224	1	150
49928	Zyclara External Genitalia Warts Website Development	Gina LaManna	1	sraat	12-Oct-11	10	Post- Petition		122224	1	150
49928	Zyclara External Genitalia Warts Website Development	Clint Smith	0.5	editr	12-Oct-11	10	Post- Petition		122224	1	150
49928	Zyclara External Genitalia Warts Website Development	Jacqueline Syver	0.5	crecco	12-Oct-11	10	Post- Petition	traffic status route	122224	5	150
49928	Zyclara External Genitalia Warts Website Development	Nathaniel Hayes	1.5	copysup	13-Oct-11	10	Post- Petition		122224	2	150
49928	Zyclara External Genitalia Warts Website Development	Scott Klink	4	devlpr	13-Oct-11	10	Post- Petition		122224	1	150
49928	Zyclara External Genitalia Warts Website Development	Clint Smith	1.75	editr	13-Oct-11	10	Post- Petition		122224	1	150
49928	Zyclara External Genitalia Warts Website Development	Jacqueline Syver	0.5	crecco	13-Oct-11	10	Post- Petition	traffic status route	122224	4	150
49928	Zyclara External Genitalia Warts Website Development	Nathaniel Hayes	1	copysup	14-Oct-11	10	Post- Petition		122224	1	150
49928	Zyclara External Genitalia Warts Website Development	Bill Healey	1	editr	14-Oct-11	10	Post- Petition	2nd Online Review	122224	1	150
49928	Zyclara External Genitalia Warts Website Development	Todd Hodgman	0.75	dslnst	14-Oct-11	10	Post- Petition	review of site and e mail	122224	2	150
49928	Zyclara External Genitalia Warts Website Development	Scott Klink	4	devlpr	14-Oct-11	10	Post- Petition		122224	1	150



49928	Zyclara External Genital Warts Website Development	Todd Hodgman	0.75 ds/inst	17-Oct-11	10	Post- Call with Scott Klink	122224	3	150
49928	Zyclara External Genital Warts Website Development	Nathaniel Hayes	1 copy/sup	21-Oct-11	10	Post- Petition	122224	1	150
49928	Zyclara External Genital Warts Website Development	Todd Hodgman	0.5 ds/inst	24-Oct-11	10	Post- Petition OA	122224	2	150
49928	Zyclara External Genital Warts Website Development	Todd Hodgman	0.5 ds/inst	27-Oct-11	10	Post- Petition	122224	3	150

post period	product	job	comp	method	vendor code	vendor	AP Desc	inv #	function	amount	Account	AP check date	AP check #	ATSNV
201109	grapyz	49928	1	06-Sep-11	2hndct	Todd Hodgman	HODGMAN, TODD		travex	\$53.84	Blank - From Expense System			121560
201104	grapyz	49928	1	13-Mar-11	2netac	Net Access Corporation	/1103	812022	osoltr	\$105.00				120682
201104	grapyz	49928	1	13-Apr-11	2netac	Net Access Corporation	/1104 40969	815462	osoltr	\$105.00		04-May-11	12002336	120682
201107	grapyz	49928	1	13-May-11	2netac	Net Access Corporation	/1105	816879	osoltr	\$105.00		13-Jul-11	12002458	120682
201107	grapyz	49928	1	13-Jun-11	2netac	Net Access Corporation	/1106 40969	822231	osoltr	\$105.00		06-Jul-11	12002428	120682
201108	grapyz	49928	1	13-Jul-11	2netac	Net Access Corporation	/1107 40969	822591	osoltr	\$55.00		10-Aug-11	12002485	120682
201108	grapyz	49928	1	12-Jul-11	2upelm	Document Delivery	/1107	1280	lssstr	\$44.00		10-Aug-11	12002493	120682
201109	grapyz	49928	1	09-Mar-11	sandr	Tara Sandusky	Sandusky, Tara	EXP030911_ECAC74	travex	\$55.49	PA TURNPIKE Sandusky, Tara			120682
201105	grapyz	49928	1	17-May-11	sandr	Tara Sandusky	Sandusky, Tara	EXP051711_2251F4	travex	\$69.58	Blank - From Expense System			120682
201105	grapyz	49928	1	17-May-11	sandr	Tara Sandusky	Sandusky, Tara	EXP051711_2251F4	travex	\$7.55	PA TURNPIKE Sandusky, Tara			120682
201109	grapyz	49928	1	22-Aug-11	sandr	Tara Sandusky	Sandusky, Tara	EXP082211_BF9624	travex	\$55.06	Blank - From Expense System			121560
201109	grapyz	49928	1	22-Aug-11	sandr	Tara Sandusky	Sandusky, Tara	EXP082211_BF9624	travex	\$1.56	NU TURNPIKE Sandusky, Tara			121560
201109	grapyz	49928	1	22-Aug-11	sandr	Tara Sandusky	Sandusky, Tara	EXP082211_BF9624	travex	\$7.55	PA TURNPIKE Sandusky, Tara			121560
GSW	grapyz	49928	1	laser	18-Apr-11					\$93.78				0 120682
GSW	grapyz	49928	1	laser	30-Apr-11					\$1,005.05				0 120682
GSW	grapyz	49928	1	laser	07-May-11					\$105.96				0 120682
GSW	grapyz	49928	1	laser	14-May-11					\$214.58				0 120682
GSW	grapyz	49928	1	laser	18-Jun-11					\$31.50				0 120682
GSW	grapyz	49928	1	laser	30-Jul-11					\$43.36				0 120682
GSW	grapyz	49928	1	laser	13-Aug-11					\$199.52				0 121560
GSW	grapyz	49928	1	laser	03-Sep-11					\$110.25				0 121560
GSW	grapyz	49928	1	laser	10-Sep-11					\$74.03				0 120682
GSW	grapyz	49928	1	laser	06-Aug-11					\$104.74				0 120682
GSW	grapyz	49928	1	laser	13-Aug-11					\$111.76				0 120682
GSW	grapyz	49928	1	laser	06-Aug-11					\$110.25				0 121560
GSW	grapyz	49928	1	laser	18-Sep-11					\$162.50				0 122224

BACK TO SUMMARY

