

ACCUMED INC  
Form POSASR  
December 01, 2010

As filed with the Securities and Exchange Commission on November 30, 2010

Registration No. 333-166710

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Post-Effective**  
**AMENDMENT NO. 1**  
**to**  
**FORM S-3**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**OMNICARE, INC.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**16-0363470**  
(I.R.S. Employer  
Identification No.)

**1600 RiverCenter II**  
**100 East RiverCenter Boulevard**  
**Covington, Kentucky 41011**  
**(859) 392-3300**

(Address, including zip code, and telephone number, including area code, of each registrant's principal executive offices)

**John L. Workman**  
**Executive Vice President and Chief Financial Officer**

**Omnicare, Inc.**  
**100 East RiverCenter Boulevard**  
**Covington, Kentucky 41011**  
**(859) 392-3300**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Morton A. Pierce, Esq.**  
**Michelle B. Rutta, Esq.**  
**Dewey & LeBoeuf LLP**  
**1301 Avenue of the Americas**  
**New York, New York 10019**

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(212) 259-8000

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 (the Securities Act ), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. x

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. x

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x Accelerated filer "
Non-accelerated filer " (Do not check if a smaller reporting company) Smaller reporting company "

CALCULATION OF REGISTRATION FEE

Table with 2 columns: Title of Each Class of Securities to be Registered, Amount to be registered/Proposed maximum offering price per unit/ Proposed maximum aggregate offering price (1), Amount of registration fee (2). Rows include Debt Securities, Guarantees of Debt Securities (3), Common Stock, \$1.00 par value, Preferred Stock, no par value per share, Warrants.

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- (1) An indeterminate amount of securities is being registered as may from time to time be issued at indeterminate prices. Separate consideration may or may not be received for securities that are issuable upon conversion of, or in exchange for, or upon exercise of, convertible or exchangeable securities.
- (2) In accordance with Rules 456(b) and 457(r), the registrant is deferring payment of the entire registration fee.
- (3) Guarantees of the payment of principal and interest on the Debt Securities may be provided by the subsidiaries of the registrant. No separate consideration will be received for such guarantees and, pursuant to Rule 457(n) of the Securities Act of 1933, no separate registration fee is payable for such guarantees.

**TABLE OF ADDITIONAL REGISTRANTS**

<b>Company</b>	<b>State or Other</b>	<b>I.R.S. Employer Identification Number</b>
3096479 Delaware Company LLC	Delaware	26-2055448
Accu-Med Services of Washington LLC	Delaware	20-366592
Accu-Med Services, LLC	Delaware	31-1482519
Accumed, Inc.	New Hampshire	02-0449693
Advanced Care Scripts, Inc	Florida	43-2080503
Alacritas Biopharma, Inc.	California	77-0500467
Ambler Acquisition Company LLC	Delaware	20-0503558
AMC-New York, Inc.	Delaware	36-4091917
AMC-Tennessee, Inc.	Delaware	62-1696813
APS Acquisition LLC	Delaware	61-1401116

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APS Pharmacy Services, Inc.	Pennsylvania	23-3012467
Arlington Acquisition I, Inc.	Delaware	33-1076602
ASCO Healthcare of New England, Limited Partnership	Maryland	23-2763886
ASCO Healthcare of New England, LLC	Maryland	23-2762311
ASCO Healthcare, LLC	Maryland	52-0816305
Bach s Pharmacy Services, LLC	Delaware	61-1346690
Badger Acquisition LLC	Delaware	52-2119866
Badger Acquisition of Brooksville LLC	Delaware	52-2119870
Badger Acquisition of Kentucky LLC	Delaware	52-2119911
Badger Acquisition of Minnesota LLC	Delaware	52-2119871
Badger Acquisition of Ohio LLC	Delaware	52-2119875
Badger Acquisition of Orlando LLC	Delaware	52-2119876
Badger Acquisition of Tampa LLC	Delaware	52-2119893
Badger Acquisition of Texas LLC	Delaware	52-2119915
Best Care HHC Acquisition Company LLC	Delaware	20-8402125
Best Care LTC Acquisition Company LLC	Delaware	20-8401946
Bio-Pharm International, Inc.	Delaware	23-2794725
BPNY Acquisition Corp.	Delaware	31-1563804
BPTX Acquisition Corp.	Delaware	31-1563806
Campo s Medical Pharmacy, Inc.	Louisiana	72-1039948
Capitol Home Infusion, Inc.	Virginia	54-1744833
Care Card, Inc.	Maryland	52-1922239
Care Pharmaceutical Services, LP	Delaware	31-1399042
Care4 LP	Delaware	22-3245022
CCRx Holdings, Inc.	Delaware	20-2032406
CCRx of Florida Holdings, Inc.	Delaware	26-4373416
CCRx of Florida, LLC	Delaware	26-4373547
CCRx of Illinois Holdings, Inc.	Delaware	26-1491911
CCRx of Illinois, LLC	Delaware	26-1491978
CCRx of New York Holdings, Inc.	Delaware	20-4174180
CCRx of New York, LLC	Delaware	71-0998742
CCRx of North Carolina Holdings, Inc.	Delaware	20-5864517
CCRx of North Carolina, Inc.	Delaware	20-5964894
CHP Acquisition Corp.	Delaware	31-1399042
CIC Services LLC	Delaware	20-5858968
CIP Acquisition Corp.	Delaware	31-1486402
Clinimetrics Research Associates, Inc.	California	77-0272046

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Compass Health Services, LLC  
Compscript - Boca, LLC  
Compscript - Mobile, Inc.  
CompScript, LLC

West Virginia 55-0730048  
Florida 65-0286244  
Delaware 59-3248505  
Florida 65-0566539

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Concord Pharmacy Services, Inc.	Pennsylvania	23-2710523
Continuing Care Rx, Inc.	Pennsylvania	23-2952534
CP Acquisition Corp.	Oklahoma	61-1317566
CP Services LLC	Delaware	20-5858893
CTLP Acquisition LLC	Delaware	61-1318902
D & R Pharmaceutical Services, LLC	Kentucky	61-0955886
Delco Apothecary, Inc.	Pennsylvania	23-2350209
Dixon Pharmacy LLC	Illinois	36-2825587
DP Services LLC	Delaware	20-5859021
Encare of Massachusetts, LLC	Delaware	22-3398803
Enloe Drugs LLC	Delaware	23-1362346
Euro Bio-Pharm Clinical Services, Inc.	Delaware	23-2770328
Evergreen Pharmaceutical of California, Inc.	California	61-1321151
Evergreen Pharmaceutical, LLC	Washington	91-0883397
excelleRx, Inc.	Delaware	23-3068914
Geneva Sub, Inc.	Delaware	01-0736704
Hardardt Group, Inc., The	Delaware	22-3470357
Highland Wholesale, LLC	Ohio	32-0006739
HMIS, Inc.	Delaware	36-4124072
Home Care Pharmacy, LLC	Delaware	31-1255845
Home Pharmacy Services, LLC	Missouri	37-0978331
Horizon Medical Equipment and Supply, Inc.	West Virginia	55-073788
Hytree Pharmacy, Inc.	Ohio	34-1090853
In-House Pharmacies, Inc.	California	33-0531266
Institutional Health Care Services, LLC	New Jersey	22-2750964
Interlock Pharmacy Systems, LLC	Missouri	43-0951332
JHC Acquisition LLC	Delaware	31-1494762
Langsam Health Services, LLC	Delaware	73-1391198
LCPS Acquisition, LLC	Delaware	61-1347084
Lobos Acquisition LLC	Delaware	86-1068024
Lobos Acquisition of Arizona, Inc.	Delaware	45-0518718
Lo-Med Prescription Services, LLC	Ohio	34-1396063
LPA Acquisition Company, LLC	Delaware	06-1695541
LPI Acquisition Corp.	Delaware	31-1501535
Main Street Pharmacy LLC	Maryland	52-1925761
Managed Healthcare, Inc.	Delaware	31-1450845
Management & Network Services, Inc.	Ohio	34-1819691



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Med World Acquisition Corp.	Delaware	61-1322120
Medical Arts Health Care, Inc.	Georgia	58-1640672
Medical Services Consortium, Inc.	Florida	65-0357177
Medical Services Group, LLC	Maryland	52-1404049

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MHHP Acquisition Company LLC	Delaware	20-0619598
MOSI Acquisition Corp.	Delaware	31-1528353
National Care for Seniors LLC	Ohio	34-1972917
NCIA Acquisition Company, LLC	Delaware	26-3094009
NCS Healthcare of Arizona, Inc.	Ohio	31-1573958
NCS Healthcare of Arkansas, Inc.	Ohio	31-1490517
NCS Healthcare of Connecticut, Inc.	Connecticut	06-1330453
NCS Healthcare of Florida, Inc.	Ohio	34-1843258
NCS Healthcare of Illinois, LLC	Illinois	37-1354510
NCS Healthcare of Indiana LLC	Delaware	35-1954599
NCS Healthcare of Indiana, Inc.	Indiana	34-1958652
NCS Healthcare of Iowa, LLC	Ohio	31-1509013
NCS Healthcare of Kansas, LLC	Ohio	34-1839712
NCS Healthcare of Kentucky, Inc.	Ohio	31-1521217
NCS Healthcare of Maryland, LLC	Ohio	31-1496240
NCS Healthcare of Massachusetts, Inc.	Ohio	31-1571275
NCS Healthcare of Michigan, Inc.	Ohio	34-1777940
NCS Healthcare of Minnesota, Inc.	Ohio	34-1866489
NCS Healthcare of Missouri, Inc.	Ohio	34-1855274
NCS Healthcare of Montana, Inc.	Ohio	34-1851710
NCS Healthcare of New Hampshire, Inc.	New Hampshire	02-0468190
NCS Healthcare of New Jersey, Inc.	New Jersey	22-3395391
NCS Healthcare of New Mexico, Inc.	Ohio	34-1866493
NCS Healthcare of North Carolina, Inc.	North Carolina	56-1889643
NCS Healthcare of Ohio, LLC	Ohio	31-1257307
NCS Healthcare of Oklahoma, Inc.	Oklahoma	73-1499934
NCS Healthcare of Oregon, Inc.	Ohio	34-1836971
NCS Healthcare of Pennsylvania, Inc.	Pennsylvania	23-2679334
NCS Healthcare of Rhode Island, LLC.	Rhode Island	05-0429829
NCS Healthcare of South Carolina, Inc.	Ohio	31-1508225
NCS Healthcare of Tennessee, Inc.	Ohio	34-1866494
NCS Healthcare of Texas, Inc.	Ohio	34-1866494
NCS Healthcare of Vermont, Inc.	Ohio	31-1526078
NCS Healthcare of Washington, Inc.	Ohio	34-1844193
NCS Healthcare of Wisconsin, LLC	Ohio	34-1866497
NCS Healthcare, LLC	Delaware	34-1816187
NCS of Illinois, Inc.	Ohio	34-1959046

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NCS Services, Inc.

Ohio 34-1837567

NeighborCare - Infusion Services, Inc.

Delaware 52-1703628

NeighborCare - ORCA, LLC

Oregon 93-0860559

NeighborCare Holdings, Inc.

Delaware 23-2555703

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NeighborCare Home Medical Equipment, LLC	Pennsylvania	23-2464608
NeighborCare of California, Inc.	California	20-0092119
NeighborCare of Indiana, LLC	Indiana	95-4482026
NeighborCare of Maryland, LLC	Maryland	20-0791118
NeighborCare of Northern California, Inc.	California	95-4480815
NeighborCare of Ohio, LLC	Ohio	20-0062112
NeighborCare of Oklahoma, Inc.	Oklahoma	36-4184119
NeighborCare of Virginia, LLC	Virginia	95-4480544
NeighborCare of Wisconsin, LLC	Wisconsin	39-1772439
NeighborCare Pharmacies, LLC	Maryland	52-1465507
NeighborCare Pharmacy Services, Inc.	Delaware	23-2963282
NeighborCare Repackaging, Inc	Maryland	20-1128397
NeighborCare Services Corporation	Delaware	23-2585556
NeighborCare, Inc.,	Pennsylvania	06-1132947
NeighborCare-Medisco, Inc.	California	33-0308096
NGC Acquisition Company LLC	Delaware	52-2406472
Nihan & Martin LLC	Delaware	36-4004491
NIV Acquisition LLC	Delaware	31-1501415
North Shore Pharmacy Services, LLC	Delaware	31-1428484
OCR-RA Acquisition, LLC	Delaware	31-1442830
Omnibill Services LLC	Delaware	61-1365732
Omnicare Canadian Holdings, Inc.	Delaware	20-2013167
Omnicare Clinical Research, Inc.	Delaware	52-1670189
Omnicare Clinical Research, LLC	Delaware	14-1723594
Omnicare CR Inc.	Delaware	61-1395349
Omnicare Distribution Center, LLC	Delaware	61-1389057
Omnicare ESC LLC	Delaware	20-5859052
Omnicare Extended Pharma Services, LLC	Delaware	05-0523710
Omnicare Headquarters LLC	Delaware	76-0720510
Omnicare Holding Company	Delaware	31-1262386
Omnicare Indiana Partnership Holding Company, LLC	Delaware	16-1653107
Omnicare Management Company	Delaware	31-1256520
Omnicare of Nevada LLC	Delaware	20-0888517
Omnicare of New York, LLC	Delaware	95-4450977
Omnicare Pennsylvania Med Supply, LLC	Delaware	61-1347895
Omnicare Pharmacies of Maine Holding Company	Delaware	61-1365280
Omnicare Pharmacies of Pennsylvania East, LLC	Delaware	61-1347894

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Omnicare Pharmacies of Pennsylvania West, LLC

Pennsylvania

25-1213193

Omnicare Pharmacies of the Great Plains Holding Company

Delaware

61-1386242

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Omnicare Pharmacy and Supply Services, LLC	South Dakota	41-1730324
Omnicare Pharmacy of Colorado LLC	Delaware	63-1347085
Omnicare Pharmacy of Florida, LP	Delaware	76-0716528
Omnicare Pharmacy of Indiana, LLC	Delaware	76-0716552
Omnicare Pharmacy of Maine LLC	Delaware	61-1339662
Omnicare Pharmacy of Nebraska LLC	Delaware	61-1386244
Omnicare Pharmacy of North Carolina, LLC	Delaware	76-0716543
Omnicare Pharmacy of Pueblo, LLC	Delaware	67-0716546
Omnicare Pharmacy of South Dakota LLC	Delaware	61-1386243
Omnicare Pharmacy of Tennessee LLC	Delaware	61-1347088
Omnicare Pharmacy of Texas 1, LP	Delaware	76-0716554
Omnicare Pharmacy of Texas 2, LP	Delaware	11-3657397
Omnicare Pharmacy of the Midwest, LLC	Delaware	31-1374275
Omnicare Property Management, LLC	Delaware	27-1403681
Omnicare Purchasing Company General Partner, Inc.	Delaware	61-1401040
Omnicare Purchasing Company Limited Partner, Inc.	Delaware	61-1401038
Omnicare Purchasing Company LP	Delaware	61-1401039
Omnicare Respiratory Services, LLC	Delaware	03-0465903
PBM Plus Mail Service Pharmacy, LLC	Delaware	20-2373204
PBM-Plus, Inc.	Wisconsin	39-1789830
PCI Acquisition, LLC	Delaware	61-1347890
Pharmacon Corp.	New York	13-3498399
Pharmacy Associates of Glens Falls	New York	14-1554120
Pharmacy Consultants, Inc.	South Carolina	51-0640737
Pharmacy Holding #1, LLC	Delaware	76-0716538
Pharmacy Holding #2, LLC	Delaware	76-0716536
Pharmasource Healthcare, Inc.	Georgia	58-2066823
Pharm-Corp of Maine LLC	Delaware	61-1339663
Pharmed Holdings, Inc	Delaware	36-4060882
PMRP Acquisition Company, LLC	Delaware	26-3418908
PP Acquisition Company, LLC	Delaware	20-2394950
PPS Acquisition Company, LLC	Delaware	20-2464363
PRN Pharmaceutical Services, LP	Delaware	35-1855784
Professional Pharmacy Services, Inc.	Maryland	23-2847488
PSI Arkansas Acquisition LLC	Delaware	20-5810731
Rescot Systems Group, Inc.	Pennsylvania	23-2589308
Roeschen s Healthcare, LLC	Wisconsin	39-1084787

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Royal Care of Michigan LLC  
RXC Acquisition Company  
SHC Acquisition Co. LLC

Delaware 38-3529444  
Delaware 20-3113620  
Delaware 61-1346763

Shore Pharmaceutical Providers, Inc.	Delaware	31-1425144
Southside Apothecary, Inc.	New York	61-1340804
Specialized Home Infusion of Michigan LLC	Delaware	38-3529442
Specialized Patient Care Services, Inc.	Alabama	66-1159534
Specialized Pharmacy Services, LLC	Michigan	38-2143132
Sterling Healthcare Services, Inc.	Delaware	36-4031863
Suburban Medical Services, LLC	Pennsylvania	23-2014806
Superior Care Pharmacy, Inc	Delaware	31-1543728
SWISH, Inc.	Delaware	52-2005933
TCPI Acquisition Corp.	Delaware	31-1508476
The Medicine Centre, LLC	Connecticut	06-1530703
The Tidewater Healthcare Shared Services Group, Inc.,	Pennsylvania	22-2739587
THG Acquisition Corp.	Delaware	31-1567102
Three Forks Apothecary, Inc.	Kentucky	61-0995656
UC Acquisition Corp.	Delaware	31-141494
Uni-Care Health Services of Maine, Inc.	New Hampshire	02-0468192
Value Health Care Services, LLC	Delaware	31-1485530
Value Pharmacy, Inc.	Massachusetts	04-2894741
VAPS Acquisition Company, LLC	Delaware	20-4849023
Vital Care Infusions, Inc.	New York	61-1336267
Weber Medical Systems LLC	Delaware	31-1409572
Westhaven Services Co., LLC	Ohio	34-1151322
Williamson Drug Company, Incorporated	Virginia	54-0590067
Winslow s Pharmacy	New Jersey	21-0692005
ZS Acquisition Company LLC	Delaware	20-4763592

\* All Registrants have the following principal executive offices:  
Omnicare, Inc.

1600 RiverCenter II

100 East RiverCenter Boulevard

Covington, Kentucky 41011

(859) 392-3300



**EXPLANATORY NOTE**

This Post Effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 333-166710-221) is being filed for the purposes of (i) updating the list of Co-Registrants to add registrants so that the list accurately reflects those of our subsidiaries that may serve as guarantors of some or all of our debt securities offered by any prospectus supplement and (ii) filing additional exhibits to the Registration Statement. No changes or additions are being made hereby to the base prospectus that already forms a part of the Registration Statement. Accordingly, such base prospectus is being omitted from this filing.

**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 14. Other Expenses of Issuance and Distribution**

The expenses relating to the registration of the securities registered hereby will be borne by the Registrant. Such expenses are estimated to be as follows:

SEC Registration Fee	\$ *
Accounting fees and expenses	50,000
Legal fees and expenses	50,000
Printing and engraving expenses	20,000
Rating agencies' fees	200,000
Trustee's and registrar's fees and expenses	50,000
Miscellaneous expenses	5,000
 Total:	 \$ 375,000

\* Deferred in reliance upon Rule 456(b) and 457(r).

**Item 15. Indemnification of Directors and Officers**

The following summary is qualified in its entirety by reference to the complete text of any statutes referred to below and the Restated Certificate of Incorporation of Omnicare, Inc. (as amended) (the Restated Certificate of Incorporation).

Under Section 105 of Delaware General Corporation Law (the DGCL), a corporation may eliminate or limit the personal liability of its directors to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except where the director (i) breached his duty of loyalty to the corporation or its stockholders, (ii) failed to act in good faith or where the director engaged in intentional misconduct or a knowing violation of the law, (iii) authorized the payment of an unlawful dividend or an unlawful stock repurchase or redemption, or (iv) derived an improper personal benefit.

Under Section 145 of the DGCL, a corporation may indemnify a director, officer, employee or agent of the corporation (or a person who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise) against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. In the case of an action brought by or in the right of a corporation, the corporation may indemnify a director, officer, employee or agent of the corporation (or a person who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise) against expenses (including attorneys' fees) actually and reasonably incurred by him if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification may be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent a court finds that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

The Restated Certificate of Incorporation of Omnicare, Inc. provides that a director of Omnicare, Inc. will not be liable to Omnicare, Inc. or its stockholders for monetary damages for breach of fiduciary duty as a director, to the full extent permitted by the DGCL, as amended or interpreted from time to time.

In addition, the Restated Certificate of Incorporation of Omnicare, Inc. states that Omnicare, Inc. shall, to the full extent permitted by the DGCL, as amended or interpreted from time to time, indemnify all directors, officers and employees whom it may indemnify pursuant thereto and, in

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addition, Omnicare, Inc. may, to the extent permitted by the DGCL, indemnify agents of Omnicare, Inc. or other persons.

The Company maintains a director and officer liability insurance policy for the benefit of its directors and certain officers covering certain liabilities that may be incurred in the performance of these duties, which may include liability or related losses under the Securities Act or the Securities Exchange Act of 1934, as amended.

The organizational documents and applicable state laws provide similar indemnification for the officers and directors of certain of the Subsidiary Guarantors.

**Item 16. Exhibits**

The Exhibits to this Registration Statement are listed in the Exhibit Index.

**Item 17. Undertakings**

(a) Each of the undersigned registrants hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

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- (A) Each prospectus filed by a Registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
  
- (B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the

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first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

- (5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
- (i) Any preliminary prospectus or prospectus of an undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;
  - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of an undersigned Registrant or used or referred to by an undersigned Registrant;
  - (iii) The portion of any other free writing prospectus relating to the offering containing material information about an undersigned Registrant or its securities provided by or on behalf of an undersigned Registrant; and
  - (iv) Any other communication that is an offer in the offering made by an undersigned Registrant to the purchaser.
- (b) That, for purposes of determining any liability under the Securities Act of 1933, each filing of Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of each Registrant pursuant to the foregoing provisions, or otherwise, each Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by a Registrant of expenses incurred or paid by a director, officer or controlling person of a Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, that Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.
- (d) The undersigned registrant hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of section 310 of the Trust Indenture Act ( "Act ") in accordance with the rules and regulations prescribed by the Commission under section 305(b)2 of the Act.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Covington, Commonwealth of Kentucky, on the 30th day of November, 2010.

**OMNICARE, INC.**

By: /s/ JOHN L. WORKMAN  
 Name: **John L. Workman**  
 Title: **Executive Vice President and Chief Financial Officer**

**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* (John T. Crotty)	Director and Chairman of the Board	November 30, 2010
* (James D. Shelton)	Director, Interim President and Chief Executive Officer (Principal Executive Officer)	November 30, 2010
/s/ JOHN L. WORKMAN (John L. Workman)	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	November 30, 2010
* (Steven J. Heyer)	Director	November 30, 2010
* (Andrea R. Lindell, Ph.D., RN)	Director	November 30, 2010
* (John H. Timoney)	Director	November 30, 2010
* (Amy Wallman)	Director	November 30, 2010

\*By: /s/ JOHN L. WORKMAN  
 Name: **John L. Workman**  
**Attorney-in-fact**

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 3096479 Delaware Company LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Covington, commonwealth of Kentucky, on the 30th day of November 2010.

**3096479 DELAWARE COMPANY, LLC.**

By: Sole Member:

**OMNICARE CANADIAN HOLDINGS, INC.**

By: /s/ BRADLEY S. ABBOTT  
**Bradley S. Abbott**  
Treasurer

We, the undersigned directors and officers, do hereby severally constitute and appoint John L. Workman, our true and lawful attorney in-fact and agent, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-3, including specifically, but without limitation, power and authority to sign for us or any of us, in our names in the capacities indicated below, any and all amendments (including pre- and post-effective amendments) hereto and any related registration statement and amendments thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933; and we do each hereby ratify and confirm all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ BRADLEY S. ABBOTT <b>Bradley S. Abbott</b>	Treasurer	November 30, 2010



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/s/ TRACY FINN <b>Tracy Finn</b>	President, Director	November 30, 2010
/s/ THOMAS R. MARSH <b>Thomas R. Marsh</b>	Director	November 30, 2010
/s/ REGIS T. ROBBINS <b>Regis T. Robbins</b>	Director	November 30, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, each of Accumed, Inc., Care Card, Inc., Concord Pharmacy Services, Inc., Delco Apothecary, Inc., Geneva Sub, Inc and Horizon Medical Equipment and Supply, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Covington, commonwealth of Kentucky, on the 30th day of November 2010.

**ACCUMED, INC.**  
**CARE CARD, INC.**  
**CONCORD PHARMACY SERVICES, INC.**  
**DELCO APOTHECARY, INC.**  
**GENEVA SUB, INC.**  
**HORIZON MEDICAL EQUIPMENT AND SUPPLY,**  
**INC.**

By:                    /s/ TRACY FINN  
                          **Tracy Finn**  
                          **President**

We, the undersigned directors and officers, do hereby severally constitute and appoint John L. Workman, our true and lawful attorney in-fact and agent, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-3, including specifically, but without limitation, power and authority to sign for us or any of us, in our names in the capacities indicated below, any and all amendments (including pre- and post-effective amendments) hereto and any related registration statement and amendments thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933; and we do each hereby ratify and confirm all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ TRACY FINN <b>Tracy Finn</b>	President, Director	November 30, 2010
/s/ THOMAS R. MARSH <b>Thomas R. Marsh</b>	Treasurer, Director	November 30, 2010
/s/ REGIS T. ROBBINS <b>Regis T. Robbins</b>	Director	November 30, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Advanced Care Scripts, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Covington, commonwealth of Kentucky, on the 30th day of November 2010.

**ADVANCED CARE SCRIPTS, INC.**

By: /s/ THOMAS R. MARSH  
**Thomas R. Marsh**  
**Treasurer**

We, the undersigned directors and officers, do hereby severally constitute and appoint John L. Workman, our true and lawful attorney in-fact and agent, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-3, including specifically, but without limitation, power and authority to sign for us or any of us, in our names in the capacities indicated below, any and all amendments (including pre- and post-effective amendments) hereto and any related registration statement and amendments thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933; and we do each hereby ratify and confirm all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ THOMAS R. MARSH <b>Thomas R. Marsh</b>	Treasurer, Director	November 30, 2010
/s/ REGIS T. ROBBINS <b>Regis T. Robbins</b>	President, Director	November 30, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Alacritas Biopharma, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Covington, commonwealth of Kentucky, on the 30th day of November 2010.

**ALACRITAS BIOPHARMA, INC.**

By: /s/ BRADLEY S. ABBOTT  
**Bradley S. Abbott**  
**Treasurer**

We, the undersigned directors and officers, do hereby severally constitute and appoint John L. Workman, our true and lawful attorney in-fact and agent, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-3, including specifically, but without limitation, power and authority to sign for us or any of us, in our names in the capacities indicated below, any and all amendments (including pre- and post-effective amendments) hereto and any related registration statement and amendments thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933; and we do each hereby ratify and confirm all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ BRADLEY S. ABBOTT <b>Bradley S. Abbott</b>	Treasurer, Director	November 30, 2010
/s/ REGIS T. ROBBINS <b>Regis T. Robbins</b>	President , Director	November 30, 2010
/s/ THOMAS R. MARSH <b>Thomas R. Marsh</b>	Director	November 30, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, AMC-New York, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Covington, commonwealth of Kentucky, on the 30th day of November 2010.

**AMC-NEW YORK, INC.**

By: /s/ BRADLEY S. ABBOTT  
**Bradley S. Abbott**  
**Treasurer**

We, the undersigned directors and officers, do hereby severally constitute and appoint John L. Workman, our true and lawful attorney in-fact and agent, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-3, including specifically, but without limitation, power and authority to sign for us or any of us, in our names in the capacities indicated below, any and all amendments (including pre- and post-effective amendments) hereto and any related registration statement and amendments thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933; and we do each hereby ratify and confirm all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ BRADLEY S. ABBOTT <b>Bradley S. Abbott</b>	Treasurer	November 30, 2010
/s/ REGIS T. ROBBINS <b>Regis T. Robbins</b>	President, Director	November 30, 2010

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/s/ PATRICIA METCALFE  
**Patricia Metcalfe**

Director

November 30, 2010

/s/ THOMAS R. MARSH  
**Thomas R. Marsh**

Director

November 30, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, AMC-Tennessee, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Covington, commonwealth of Kentucky, on the 30th day of November 2010.

**AMC-TENNESSEE, INC.**

By: /s/ BRADLEY S. ABBOTT  
**Bradley S. Abbott**  
**Treasurer**

We, the undersigned directors and officers, do hereby severally constitute and appoint John L. Workman, our true and lawful attorney in-fact and agent, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-3, including specifically, but without limitation, power and authority to sign for us or any of us, in our names in the capacities indicated below, any and all amendments (including pre- and post-effective amendments) hereto and any related registration statement and amendments thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933; and we do each hereby ratify and confirm all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ BRADLEY S. ABBOTT <b>Bradley S. Abbott</b>	Treasurer	November 30, 2010
/s/ JULIE FRAZIER <b>Julie Frazier</b>	President	November 30, 2010



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/s/ THOMAS R. MARSH <b>Thomas R. Marsh</b>	Director	November 30, 2010
/s/ REGIS T. ROBBINS <b>Regis T. Robbins</b>	Director	November 30, 2010
/s/ JEFFREY M. STAMPS <b>Jeffrey M. Stamps</b>	Director	November 30, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, APS Acquisition ,LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Covington, commonwealth of Kentucky, on the 30th day of November 2010.

**APS ACQUISITION, LLC.**

By:

**NEIGHBORCARE PHARMACY SERVICES, INC.**

By: /s/ THOMAS R. MARSH  
Thomas R. Marsh

**Treasurer**

We, the undersigned directors and officers, do hereby severally constitute and appoint John L. Workman, our true and lawful attorney in-fact and agent, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-3, including specifically, but without limitation, power and authority to sign for us or any of us, in our names in the capacities indicated below, any and all amendments (including pre- and post-effective amendments) hereto and any related registration statement and amendments thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933; and we do each hereby ratify and confirm all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ THOMAS R. MARSH Thomas R. Marsh	Treasurer, Director	November 30, 2010

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/s/ TRACY FINN  
**Tracy Finn**

President, Director

November 30, 2010

/s/ REGIS T. ROBBINS  
**Regis T. Robbins**

Director

November 30, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Arlington Acquisition I, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Covington, commonwealth of Kentucky, on the 30th day of November 2010.

**ARLINGTON ACQUISITION I, INC.**

By:                    /s/ REGIS T. ROBBINS  
                          **Regis T. Robbins**  
                          **President**

We, the undersigned directors and officers, do hereby severally constitute and appoint John L. Workman, our true and lawful attorney in-fact and agent, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-3, including specifically, but without limitation, power and authority to sign for us or any of us, in our names in the capacities indicated below, any and all amendments (including pre- and post-effective amendments) hereto and any related registration statement and amendments thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933; and we do each hereby ratify and confirm all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ REGIS T. ROBBINS <b>Regis T. Robbins</b>	President, Director	November 30, 2010
/s/ THOMAS R. MARSH <b>Thomas R. Marsh</b>	Treasurer, Director	November 30, 2010
/s/ MICHAEL WOOD <b>Michael Wood</b>	Director	November 30, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Bio-Pharm International, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Covington, commonwealth of Kentucky, on the 30th day of November 2010.

**BIO-PHARM INTERNATIONAL, INC.**

By: /s/ BRADLEY S. ABBOTT  
**Bradley S. Abbott**  
**Treasurer**

We, the undersigned directors and officers, do hereby severally constitute and appoint John L. Workman, our true and lawful attorney in-fact and agent, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-3, including specifically, but without limitation, power and authority to sign for us or any of us, in our names in the capacities indicated below, any and all amendments (including pre- and post-effective amendments) hereto and any related registration statement and amendments thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933; and we do each hereby ratify and confirm all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ BRADLEY S. ABBOTT <b>Bradley S. Abbott</b>	Treasurer	November 30, 2010

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/s/ JAMES M. PUSEY <b>James M. Pusey</b>	President, Director	November 30, 2010
/s/ THOMAS R. MARSH <b>Thomas R. Marsh</b>	Director	November 30, 2010
/s/ REGIS T. ROBBINS <b>Regis T. Robbins</b>	Director	November 30, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, each of BPNY Acquisition Corp. and BPTX Acquisition Corp. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Covington, commonwealth of Kentucky, on the 30th day of November 2010.

**BPNY ACQUISITION CORP.**  
**BPTX ACQUISITION CORP.**

By: /s/ TRACY FINN  
**Tracy Finn**  
**President**

We, the undersigned directors and officers, do hereby severally constitute and appoint John L. Workman, our true and lawful attorney in-fact and agent, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-3, including specifically, but without limitation, power and authority to sign for us or any of us, in our names in the capacities indicated below, any and all amendments (including pre- and post-effective amendments) hereto and any related registration statement and amendments thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933; and we do each hereby ratify and confirm all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ TRACY FINN <b>Tracy Finn</b>	President	November 30, 2010

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/s/ <b>BRADLEY S. ABBOTT</b> <b>Bradley S. Abbott</b>	Treasurer, Director	November 30, 2010
/s/ <b>THOMAS R. MARSH</b> <b>Thomas R. Marsh</b>	Director	November 30, 2010
/s/ <b>REGIS T. ROBBINS</b> <b>Regis T. Robbins</b>	Director	November 30, 2010



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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Campo s Medical Pharmacy, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Covington, commonwealth of Kentucky, on the 30th day of November 2010.

**CAMPO S MEDICAL PHARMACY, INC.**

By: /s/ BRADLEY S. ABBOTT  
**Bradley S. Abbott**  
**Treasurer**

We, the undersigned directors and officers, do hereby severally constitute and appoint John L. Workman, our true and lawful attorney in-fact and agent, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-3, including specifically, but without limitation, power and authority to sign for us or any of us, in our names in the capacities indicated below, any and all amendments (including pre- and post-effective amendments) hereto and any related registration statement and amendments thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933; and we do each hereby ratify and confirm all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ BRADLEY S. ABBOTT <b>Bradley S. Abbott</b>	Treasurer, Director	November 30, 2010

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/s/ DAVID WEST <b>David West</b>	President	November 30, 2010
/s/ REGIS T. ROBBINS <b>Regis T. Robbins</b>	Director	November 30, 2010
/s/ THOMAS R. MARSH <b>Thomas R. Marsh</b>	Director	November 30, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Capitol Home Infusion, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Covington, commonwealth of Kentucky, on the 30th day of November 2010.

**CAPITOL HOME INFUSION, INC.**

By: /s/ TRACY FINN  
**Tracy Finn**  
**President**

We, the undersigned directors and officers, do hereby severally constitute and appoint John L. Workman, our true and lawful attorney in-fact and agent, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-3, including specifically, but without limitation, power and authority to sign for us or any of us, in our names in the capacities indicated below, any and all amendments (including pre- and post-effective amendments) hereto and any related registration statement and amendments thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933; and we do each hereby ratify and confirm all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ TRACY FINN <b>Tracy Finn</b>	President, Director	November 30, 2010

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/s/ THOMAS R. MARSH  
**Thomas R. Marsh**

Treasurer, Director

November 30, 2010

/s/ REGIS T. ROBBINS  
**Regis T. Robbins**

Director

November 30, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, each of Care Pharmaceutical Services, LP and PRN Pharmaceutical Services, LP has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Covington, Commonwealth of Kentucky, on the 30th day of November 2010.

**CARE PHARMACEUTICAL SERVICES, LP  
PRN PHARMACEUTICAL SERVICES, LP**

By: General Partner:

**OMNICARE INDIANA PARTNERSHIP HOLDING  
COMPANY, LLC**

By: /s/ **BRADLEY S. ABBOTT**  
**Bradley S. Abbott**  
**Treasurer**

We, the undersigned managers, do hereby severally constitute and appoint John L. Workman, our true and lawful attorney in-fact and agent, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-3, including specifically, but without limitation, power and authority to sign for us or any of us, in our names in the capacities indicated below, any and all amendments (including pre- and post-effective amendments) hereto and any related registration statement and amendments thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933; and we do each hereby ratify and confirm all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ BRADLEY S. ABBOTT <b>Bradley S. Abbott</b>	Treasurer	November 30, 2010
/s/ JEFFREY M. STAMPS <b>Jeffrey M. Stamps</b>	Manager	November 30, 2010
/s/ THOMAS R. MARSH <b>Thomas R. Marsh</b>	Manager	November 30, 2010
/s/ JOHN L. WORKMAN <b>John L. Workman</b>	Manager	November 30, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, CHP Acquisition Corp. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Covington, commonwealth of Kentucky, on the 30th day of November 2010.

**CHP ACQUISITION CORP.**

By: /s/ BRADLEY S. ABBOTT  
**Bradley S. Abbott**  
**Treasurer**

We, the undersigned directors and officers, do hereby severally constitute and appoint John L. Workman, our true and lawful attorney in-fact and agent, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-3, including specifically, but without limitation, power and authority to sign for us or any of us, in our names in the capacities indicated below, any and all amendments (including pre- and post-effective amendments) hereto and any related registration statement and amendments thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933; and we do each hereby ratify and confirm all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ BRADLEY S. ABBOTT <b>Bradley S. Abbott</b>	Treasurer, Director	November 30, 2010

/s/ PAT DOWNING  
**Pat Downing**

President

November 30, 2010

/s/ THOMAS R. MARSH  
**Thomas R. Marsh**

Director

November 30, 2010

/s/ REGIS T. ROBBINS  
**Regis T. Robbins**

Director

November 30, 2010



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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, CIP Acquisition Corp. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Covington, commonwealth of Kentucky, on the 30th day of November 2010.

**CIP ACQUISITION CORP.**

By: /s/ BRADLEY S. ABBOTT  
**Bradley S. Abbott**  
**Treasurer**

We, the undersigned directors and officers, do hereby severally constitute and appoint John L. Workman, our true and lawful attorney in-fact and agent, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-3, including specifically, but without limitation, power and authority to sign for us or any of us, in our names in the capacities indicated below, any and all amendments (including pre- and post-effective amendments) hereto and any related registration statement and amendments thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933; and we do each hereby ratify and confirm all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ BRADLEY S. ABBOTT <b>Bradley S. Abbott</b>	Treasurer	November 30, 2010

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/s/ HAL HENDERSON <b>Hal Henderson</b>	President	November 30, 2010
/s/ THOMAS R. MARSH <b>Thomas R. Marsh</b>	Director	November 30, 2010
/s/ REGIS T. ROBBINS <b>Regis T. Robbins</b>	Director	November 30, 2010
/s/ DAVID WEST <b>David West</b>	Director	November 30, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Clinimetrics Research Associates, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Covington, commonwealth of Kentucky, on the 30th day of November 2010.

**CLINIMETRICS RESEARCH ASSOCIATES, INC.**

By: /s/ BRADLEY S. ABBOTT  
**Bradley S. Abbott**  
**Treasurer**

We, the undersigned directors and officers, do hereby severally constitute and appoint John L. Workman, our true and lawful attorney in-fact and agent, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-3, including specifically, but without limitation, power and authority to sign for us or any of us, in our names in the capacities indicated below, any and all amendments (including pre- and post-effective amendments) hereto and any related registration statement and amendments thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933; and we do each hereby ratify and confirm all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ BRADLEY S. ABBOTT <b>Bradley S. Abbott</b>	Treasurer, Director	November 30, 2010

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/s/ JAMES M. PUSEY <b>James M. Pusey</b>	President, Director	November 30, 2010
/s/ REGIS T. ROBBINS <b>Regis T. Robbins</b>	Director	November 30, 2010
/s/ THOMAS R. MARSH <b>Thomas R. Marsh</b>	Director	November 30, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Compscript - Mobile, Inc certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Covington, commonwealth of Kentucky, on the 30th day of November 2010.

**COMPSRIPT - MOBILE, INC.**

By: /s/ BRADLEY S. ABBOTT  
**Bradley S. Abbott**  
**Treasurer**

We, the undersigned directors and officers, do hereby severally constitute and appoint John L. Workman, our true and lawful attorney in-fact and agent, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-3, including specifically, but without limitation, power and authority to sign for us or any of us, in our names in the capacities indicated below, any and all amendments (including pre- and post-effective amendments) hereto and any related registration statement and amendments thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933; and we do each hereby ratify and confirm all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ BRADLEY S. ABBOTT <b>Bradley S. Abbott</b>	Treasurer, Director	November 30, 2010

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/s/ DAVID WEST  
**David West**

President

November 30, 2010

/s/ REGIS T. ROBBINS  
**Regis T. Robbins**

Director

November 30, 2010

/s/ TRACY FINN  
**Tracy Finn**

Director

November 30, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, CP Acquisition Corp. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Covington, commonwealth of Kentucky, on the 30th day of November 2010.

**CP ACQUISITION CORP.**

By: /s/ TRACY FINN  
**Tracy Finn**  
**President**

We, the undersigned directors and officers, do hereby severally constitute and appoint John L. Workman, our true and lawful attorney in-fact and agent, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney-in-fact and agent may deem necessary or advisable to enable said Company to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-3, including specifically, but without limitation, power and authority to sign for us or any of us, in our names in the capacities indicated below, any and all amendments (including pre- and post-effective amendments) hereto and any related registration statement and amendments thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933; and we do each hereby ratify and confirm all that said attorney-in-fact and agent shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ TRACY FINN <b>Tracy Finn</b>	President, Director	November 30, 2010

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/s/ BRADLEY S. ABBOTT  
**Bradley S. Abbott**

Treasurer, Director

November 30, 2010

/s/ REGIS T. ROBBINS  
**Regis T. Robbins**

Director

November 30, 2010



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Euro Bio-Pharm Clinical Services, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Covington, commonwealth of Kentucky, on the 30th day of November 2010.

**EURO BIO-PHARM CLINICAL SERVICES, INC.**

By: /s/ TRACY FINN