

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.

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.

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

## CALCULATION OF REGISTRATION FEE

| 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) |
|--|---|--------------------------------|
| 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          |
| <br>Total:                                  | <br>\$ 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

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              |
|--|---|-------------------|
| *<br>(John T. Crotty)                    | Director and Chairman of the Board  | November 30, 2010 |
| *<br>(James D. Shelton)                  | Director, Interim President and Chief Executive Officer (Principal Executive Officer)             | November 30, 2010 |
| /s/ JOHN L. WORKMAN<br>(John L. Workman) | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | November 30, 2010 |
| *<br>(Steven J. Heyer)                   | Director  | November 30, 2010 |
| *<br>(Andrea R. Lindell, Ph.D., RN)      | Director  | November 30, 2010 |
| *<br>(John H. Timoney)                   | Director  | November 30, 2010 |
| *<br>(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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |



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|   |                     |                   |
|---|---------------------|-------------------|
| /s/ TRACY FINN<br><b>Tracy Finn</b>             | President, Director | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Director            | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><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<br><b>Tracy Finn</b>             | President, Director | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Treasurer, Director | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><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<br><b>Thomas R. Marsh</b>   | Treasurer, Director | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><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<br><b>Bradley S. Abbott</b> | Treasurer, Director  | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b>   | President , Director | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><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<br><b>Bradley S. Abbott</b> | Treasurer           | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |
| /s/ JULIE FRAZIER<br><b>Julie Frazier</b>         | President    | November 30, 2010 |



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

**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.

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

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**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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

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|   |                     |                   |
|---|---------------------|-------------------|
| /s/ JAMES M. PUSEY<br><b>James M. Pusey</b>     | President, Director | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Director            | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><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<br><b>Tracy Finn</b> | President    | November 30, 2010 |

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

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|   |           |                   |
|---|-----------|-------------------|
| /s/ DAVID WEST<br><b>David West</b>             | President | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Director  | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><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, 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<br><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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |
| /s/ JEFFREY M. STAMPS<br><b>Jeffrey M. Stamps</b> | Manager      | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>     | Manager      | November 30, 2010 |
| /s/ JOHN L. WORKMAN<br><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<br><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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

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

**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<br><b>Bradley S. Abbott</b> | Treasurer, Director | November 30, 2010 |

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



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**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  
**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<br><b>Tracy Finn</b> | President, Director | November 30, 2010 |

|  |           |                   |
|--|-----------|-------------------|
| /s/ <b>BRADLEY S. ABBOTT</b><br><b>Bradley S. Abbott</b> | Treasurer | November 30, 2010 |
| /s/ <b>THOMAS R. MARSH</b><br><b>Thomas R. Marsh</b>     | Director  | November 30, 2010 |
| /s/ <b>REGIS T. ROBBINS</b><br><b>Regis T. Robbins</b>   | Director  | November 30, 2010 |
| /s/ <b>JAMES M. PUSEY</b><br><b>James M. Pusey</b>       | Director  | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Evergreen Pharmaceutical of California, 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.

**EVERGREEN PHARMACEUTICAL OF CALIFORNIA, 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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/s/ MICHAEL WOOD  
**Michael Wood**

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, excelleRx, 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.

**EXCELLERX, 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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/s/ GARY W. KADLEC  
**Gary W. Kadlec**

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, HMIS, 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.

**HMIS, 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<br><b>Tracy Finn</b> | President    | November 30, 2010 |

|  |           |                   |
|--|-----------|-------------------|
| /s/ <b>BRADLEY S. ABBOTT</b><br><b>Bradley S. Abbott</b> | Treasurer | November 30, 2010 |
| /s/ <b>THOMAS R. MARSH</b><br><b>Thomas R. Marsh</b>     | Director  | November 30, 2010 |
| /s/ <b>REGIS T. ROBBINS</b><br><b>Regis T. Robbins</b>   | Director  | November 30, 2010 |
| /s/ <b>JEFFREY M. STAMPS</b><br><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, Hytree 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.

**HYTREE 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<br><b>Bradley S. Abbott</b> | Treasurer, Director | November 30, 2010 |

|   |           |                   |
|---|-----------|-------------------|
| /s/ ROLF SCHRADER<br><b>Rolf Schrader</b>       | President | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Director  | November 30, 2010 |
| /s/ TRACY FINN<br><b>Tracy Finn</b>             | Director  | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, In-House Pharmacies, 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.

**IN-HOUSE PHARMACIES, 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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/s/ MICHAEL WOOD  
**Michael Wood**

President, 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 Lobos Acquisition of Arizona, 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.

**LOBOS ACQUISITION OF ARIZONA, 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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/s/ JAMES CIALDINI  
**James Cialdini**

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, LPI 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.

**LPI 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<br><b>Bradley S. Abbott</b> | Treasurer, Director | November 30, 2010 |

/s/ A. SAMUEL ENLOE  
**A. Samuel Enloe**

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, Managed Healthcare, 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.

**MANAGED HEALTHCARE, 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |           |                   |
|---|-----------|-------------------|
| /s/ SARA FREEMAN<br><b>Sara Freeman</b>         | President | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Director  | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Director  | November 30, 2010 |
| /s/ TRACY FINN<br><b>Tracy Finn</b>             | Director  | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Management & Network 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.

**MANAGEMENT & NETWORK SERVICES, 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |                     |                   |
|---|---------------------|-------------------|
| /s/ JAMES CIALDINI<br><b>James Cialdini</b>     | President, Director | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Director            | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><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, Medical Arts Health Care, 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.

**MEDICAL ARTS HEALTH CARE, 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |           |                   |
|---|-----------|-------------------|
| /s/ HAL HENDERSON<br><b>Hal Henderson</b>       | President | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Director  | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Director  | November 30, 2010 |
| /s/ DAVID WEST<br><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, Medical Services Consortium, 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.

**MEDICAL SERVICES CONSORTIUM, 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<br><b>Bradley S. Abbott</b> | Treasurer, Director | November 30, 2010 |

/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, Med World 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.

**MED WORLD 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<br><b>Bradley S. Abbott</b> | Treasurer, Director | November 30, 2010 |

/s/ MICHAEL ROSENBLUM  
**Michael Rosenblum**

President

November 30, 2010

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

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, MOSI 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.

**MOSI ACQUISITION CORP.**

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>       |
|--|---------------------|-------------------|
| <i>/s/</i> REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | President, Director | November 30, 2010 |

|  |           |                   |
|--|-----------|-------------------|
| /s/ <b>BRADLEY S. ABBOTT</b><br><b>Bradley S. Abbott</b> | Treasurer | November 30, 2010 |
| /s/ <b>THOMAS R. MARSH</b><br><b>Thomas R. Marsh</b>     | Director  | November 30, 2010 |
| /s/ <b>JEFFREY M. STAMPS</b><br><b>Jeffrey M. Stamps</b> | Director  | November 30, 2010 |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, each of NCS Healthcare of Arizona, Inc., NCS Healthcare of Arkansas, Inc., NCS Healthcare of Connecticut, Inc., NCS Healthcare of Florida, Inc., NCS Healthcare of Indiana, Inc., NCS Healthcare of Massachusetts, Inc., NCS Healthcare of Michigan, Inc., NCS Healthcare of Minnesota, Inc., NCS Healthcare of Missouri, Inc., NCS Healthcare of Montana, Inc. and NCS Healthcare of New Hampshire, 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.

**NCS HEALTHCARE OF ARIZONA, INC.**  
**NCS HEALTHCARE OF ARKANSAS, INC.**  
**NCS HEALTHCARE OF CONNECTICUT, INC.**  
**NCS HEALTHCARE OF FLORIDA, INC.**  
**NCS HEALTHCARE OF INDIANA, INC.**  
**NCS HEALTHCARE OF MASSACHUSETTS, INC.**  
**NCS HEALTHCARE OF MICHIGAN, INC.**  
**NCS HEALTHCARE OF MINNESOTA, INC.**  
**NCS HEALTHCARE OF MISSOURI, INC.**  
**NCS HEALTHCARE OF MONTANA, INC.**  
**NCS HEALTHCARE OF NEW HAMPSHIRE, 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.

## Edgar Filing: ACCUMED INC - Form POSASR

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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/ <b>BRADLEY S. ABBOTT</b><br><b>Bradley S. Abbott</b> | Treasurer           | November 30, 2010 |
| /s/ <b>JAMES CIALDINI</b><br><b>James Cialdini</b>       | President, Director | November 30, 2010 |
| /s/ <b>THOMAS R. MARSH</b><br><b>Thomas R. Marsh</b>     | Director            | November 30, 2010 |
| /s/ <b>REGIS T. ROBBINS</b><br><b>Regis T. Robbins</b>   | Director            | November 30, 2010 |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, each of NCS Healthcare of Illinois, LLC, NCS Healthcare of Iowa, LLC., NCS Healthcare of Kansas, LLC., NCS Healthcare of Maryland, LLC., NCS Healthcare of Ohio, LLC., NCS Healthcare of Rhode Island, LLC., and NCS Healthcare of Wisconsin, 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.

**NCS HEALTHCARE OF ILLINOIS, LLC.**  
**NCS HEALTHCARE OF IOWA, LLC.**  
**NCS HEALTHCARE OF KANSAS, LLC.**  
**NCS HEALTHCARE OF MARYLAND, LLC.**  
**NCS HEALTHCARE OF OHIO, LLC.**  
**NCS HEALTHCARE OF RHODE ISLAND, LLC.**  
**NCS HEALTHCARE OF WISCONSIN, LLC.**

By: Sole Member:

**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.

## Edgar Filing: ACCUMED INC - Form POSASR

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



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, each of NCS Healthcare of Kentucky, Inc. and NCS Healthcare of Washington, 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.

**NCS HEALTHCARE OF KENTUCKY, INC.**  
**NCS HEALTHCARE OF WASHINGTON, 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/ JAMES CIALDINI<br><b>James Cialdini</b> | President, Director | November 30, 2010 |

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

Director

November 30, 2010

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

Director, Treasurer

November 30, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, each of NCS Healthcare of New Jersey, Inc., NCS Healthcare of New Mexico, Inc., NCS Healthcare of North Carolina, Inc., NCS Healthcare of Oklahoma, Inc., NCS Healthcare of Oregon, Inc., NCS Healthcare of Pennsylvania, Inc., NCS Healthcare of South Carolina, Inc., NCS Healthcare of Tennessee, Inc., NCS Healthcare of Texas, Inc., NCS Healthcare of Vermont, Inc., NCS Services, Inc. and NCS of Illinois, 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.

**NCS HEALTHCARE OF NEW JERSEY, INC.**  
**NCS HEALTHCARE OF NEW MEXICO, INC.**  
**NCS HEALTHCARE OF NORTH CAROLINA, INC.**  
**NCS HEALTHCARE OF OKLAHOMA, INC.**  
**NCS HEALTHCARE OF OREGON, INC.**  
**NCS HEALTHCARE OF PENNSYLVANIA, INC.**  
**NCS HEALTHCARE OF SOUTH CAROLINA, INC.**  
**NCS HEALTHCARE OF TENNESSEE, INC.**  
**NCS HEALTHCARE OF TEXAS, INC.**  
**NCS HEALTHCARE OF VERMONT, INC.**  
**NCS SERVICES, INC.**  
**NCS OF ILLINOIS, 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.

## Edgar Filing: ACCUMED INC - Form POSASR

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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<br><b>Bradley S. Abbott</b> | Treasurer           | November 30, 2010 |
| /s/ JAMES CIALDINI<br><b>James Cialdini</b>       | President, Director | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>     | Director            | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b>   | Director            | November 30, 2010 |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, NCS Healthcare, 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.

**NCS HEALTHCARE, LLC.**

By: Sole Member:

**OMNICARE HOLDING COMPANY**

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<br><b>Thomas R. Marsh</b> | Treasurer    | November 30, 2010 |

/s/ JAMES D. SHELTON  
**James D. Shelton**

President, Director

November 30, 2010

/s/ JOHN L. WORKMAN  
**John L. Workman**

Director

November 30, 2010

/s/ JEFFREY M. STAMPS  
**Jeffrey M. Stamps**

Director

November 30, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, NCS Healthcare of Indiana 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.

**NCS HEALTHCARE OF INDIANA, LLC**

By: General Partner:

**NCS SERVICES, 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

/s/ JAMES CIALDINI  
**James Cialdini**

President, Director

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, each of NeighborCare, 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.

**NEIGHBORCARE, 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<br><b>Tracy Finn</b> | President, Director | November 30, 2010 |

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

Treasurer, 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, NeighborCare-Medisco, 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.

**NEIGHBORCARE-MEDISCO, 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<br><b>Tracy Finn</b> | President, Director | November 30, 2010 |

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

Treasurer, 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, NeighborCare of Northern California, 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.

**NEIGHBORCARE OF NORTHERN CALIFORNIA,  
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<br><b>Tracy Finn</b> | President, Director | November 30, 2010 |

/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, NeighborCare Holdings, 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.

**NEIGHBORCARE HOLDINGS, 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<br><b>Tracy Finn</b> | President, Director | November 30, 2010 |

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

Treasurer, 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, NeighborCare Pharmacy 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.

**NEIGHBORCARE PHARMACY SERVICES, 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<br><b>Tracy Finn</b> | President, Director | November 30, 2010 |

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

Treasurer, 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, NeighborCare Repackaging, 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.

**NEIGHBORCARE REPACKAGING, 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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/s/ JAMES CIALDINI  
**James Cialdini**

President

November 30, 2010

/s/ TRACY FINN  
**Tracy Finn**

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, NeighborCare Services Corporation 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.

**NEIGHBORCARE SERVICES CORPORATION**

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<br><b>Tracy Finn</b> | President, Director | November 30, 2010 |

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

Treasurer, 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, The Tidewater Healthcare Shared Service Group, 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.

**THE TIDEWATER HEALTHCARE SHARED SERVICE GROUP, 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 W. LUDEKE<br><b>Thomas W. Ludeke</b> | President    | November 30, 2010 |

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

Treasurer, Director

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, each of NeighborCare Infusion Services, Inc., NeighborCare of California, Inc. and NeighborCare of Oklahoma, 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.

**NEIGHBORCARE INFUSION SERVICES, INC.**  
**NEIGHBORCARE OF CALIFORNIA, INC.**  
**NEIGHBORCARE OF OKLAHOMA, 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<br>Tracy Finn | President, Director | November 30, 2010 |

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

Treasurer, 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, NGC Acquisition 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.

**NGC ACQUISITION COMPANY LLC**

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

**Treasurer**

We, the undersigned managers 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<br><b>Regis T. Robbins</b> | President, Manager | November 30, 2010 |

|  |           |                   |
|--|-----------|-------------------|
| /s/ <b>BRADLEY S. ABBOTT</b><br><b>Bradley S. Abbott</b> | Treasurer | November 30, 2010 |
| /s/ <b>THOMAS R. MARSH</b><br><b>Thomas R. Marsh</b>     | Manager   | November 30, 2010 |
| /s/ <b>JEFFREY M. STAMPS</b><br><b>Jeffrey M. Stamps</b> | Manager   | November 30, 2010 |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, each of North Shore Pharmacy Services, LLC and OCR-RA 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.

**NORTH SHORE PHARMACY SERVICES, LLC  
OCR-RA ACQUISITION, LLC.**

By: Sole Member:

**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.

## Edgar Filing: ACCUMED INC - Form POSASR

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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/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Treasurer, Director | November 30, 2010 |
| /s/ TRACY FINN<br><b>Tracy Finn</b>             | President, Director | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><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, Omnicare Canadian Holdings, 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.

**OMNICARE CANADIAN HOLDINGS, 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<br>Tracy Finn | President, Director | November 30, 2010 |

|  |           |                   |
|--|-----------|-------------------|
| /s/ <b>BRADLEY S. ABBOTT</b><br><b>Bradley S. Abbott</b> | Treasurer | November 30, 2010 |
| /s/ <b>THOMAS R. MARSH</b><br><b>Thomas R. Marsh</b>     | Director  | November 30, 2010 |
| /s/ <b>REGIS T. ROBBINS</b><br><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, Omnicare Clinical Research, 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.

**OMNICARE CLINICAL RESEARCH, 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<br>Bradley S. Abbott | Treasurer    | November 30, 2010 |

|   |                                   |                   |
|---|-----------------------------------|-------------------|
| /s/ JAMES M. PUSEY<br><b>James M. Pusey</b>     | Chief Executive Officer, Director | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Director                          | November 30, 2010 |
| /s/ TRACY FINN<br><b>Tracy Finn</b>             | President, Director               | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Director                          | November 30, 2010 |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Omnicare CR 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.

**OMNICARE CR 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |                                   |                   |
|---|-----------------------------------|-------------------|
| /s/ JAMES M. PUSEY<br><b>James M. Pusey</b>     | Chief Executive Officer, Director | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Director                          | November 30, 2010 |
| /s/ TRACY FINN<br><b>Tracy Finn</b>             | President, Director               | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><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, Omnicare Holding Company 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 HOLDING COMPANY**

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<br><b>Thomas R. Marsh</b> | Treasurer    | November 30, 2010 |

|   |                     |                   |
|---|---------------------|-------------------|
| /s/ JAMES D. SHELTON<br><b>James D. Shelton</b>   | President, Director | November 30, 2010 |
| /s/ JOHN L. WORKMAN<br><b>John L. Workman</b>     | Director            | November 30, 2010 |
| /s/ JEFFREY M. STAMPS<br><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, Omnicare Management Company 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 MANAGEMENT COMPANY**

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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |                     |                   |
|---|---------------------|-------------------|
| /s/ JAMES D. SHELTON<br><b>James D. Shelton</b>   | President, Director | November 30, 2010 |
| /s/ JOHN L. WORKMAN<br><b>John L. Workman</b>     | Director            | November 30, 2010 |
| /s/ JEFFREY M. STAMPS<br><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, Omnicare Pharmacies of Maine Holding Company 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 PHARMACIES OF MAINE HOLDING COMPANY**

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<br><b>Bradley S. Abbott</b> | Treasurer, Director | November 30, 2010 |

/s/ JEFFREY M. STAMPS  
**Jeffrey M. Stamps**

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, Omnicare Pharmacies of Pennsylvania East, 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.

**OMNICARE PHARMACIES OF PENNSYLVANIA  
EAST, LLC**

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

We, the undersigned managers 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<br><b>Tracy Finn</b> | President, Manager | November 30, 2010 |

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

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Omnicare Pharmacies of the Great Plains Holding Company 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 PHARMACIES OF THE GREAT PLAINS HOLDING COMPANY**

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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

/s/ TONY SOLARO  
**Tony Solaro**

President, Director

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Omnicare Pharmacy of Florida, LP 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 PHARMACY OF FLORIDA, LP**

By: General Partner

**PHARMACY HOLDING #2, LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

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

President, Manager

November 30, 2010

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

Manager

November 30, 2010



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, each of Omnicare Pharmacy of Indiana, LLC, Omnicare Pharmacy of North Carolina, LLC, Omnicare Pharmacy of Pueblo, LLC, Pharmacy Holding #1, LLC and Pharmacy Holding #2, 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.

**OMNICARE PHARMACY OF INDIANA, LLC**  
**OMNICARE PHARMACY OF NORTH**  
**CAROLINA, LLC**  
**OMNICARE PHARMACY OF PUEBLO, LLC**  
**PHARMACY HOLDING #1, LLC**  
**PHARMACY HOLDING #2, LLC**

By: Sole Member:

**APS ACQUISITION LLC**

By: Sole Member:

**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.

## Edgar Filing: ACCUMED INC - Form POSASR

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, each of Omnicare Pharmacy of Nebraska LLC and Omnicare Pharmacy of South Dakota 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.

**OMNICARE PHARMACY OF NEBRASKA LLC  
OMNICARE PHARMACY OF SOUTH DAKOTA  
LLC**

By: Sole Member:

**OMNICARE PHARMACIES OF THE GREAT  
PLAINS HOLDING COMPANY**

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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |                     |                   |
|---|---------------------|-------------------|
| /s/ TONY SOLARO<br><b>Tony Solaro</b>           | President, Director | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Director            | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Director            | November 30, 2010 |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, each of Omnicare Pharmacy of Texas 1, LP and Omnicare Pharmacy of Texas 2, LP 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 PHARMACY OF TEXAS 1, LP**  
**OMNICARE PHARMACY OF TEXAS 2, LP**

By: General Partner

**PHARMACY HOLDING #2, LLC**

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

We, the undersigned managers 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.

## Edgar Filing: ACCUMED INC - Form POSASR

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Omnicare Purchasing Company LP 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 PURCHASING COMPANY LP**

By: General Partner

**OMNICARE PURCHASING COMPANY  
GENERAL PARTNER, 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |                     |                   |
|---|---------------------|-------------------|
| /s/ JOHN L. WORKMAN<br><b>John L. Workman</b>     | President, Director | November 30, 2010 |
| /s/ JEFFREY M. STAMPS<br><b>Jeffrey M. Stamps</b> | Director            | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><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, each of Omnicare Purchasing Company General Partner, Inc. and Omnicare Purchasing Company Limited Partner, 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.

**OMNICARE PURCHASING COMPANY GENERAL PARTNER, INC.  
OMNICARE PURCHASING COMPANY LIMITED PARTNER, 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/ <b>BRADLEY S. ABBOTT</b><br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |                     |                   |
|---|---------------------|-------------------|
| /s/ JOHN L. WORKMAN<br><b>John L. Workman</b>     | President, Director | November 30, 2010 |
| /s/ JEFFREY M. STAMPS<br><b>Jeffrey M. Stamps</b> | Director            | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><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, PBM-Plus, 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.

**PBM-PLUS, 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |           |                   |
|---|-----------|-------------------|
| /s/ KLAUS A. HIEBER<br><b>Klaus A. Hieber</b>   | President | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Director  | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Director  | November 30, 2010 |
| /s/ TRACY FINN<br><b>Tracy Finn</b>             | Director  | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, PBM Plus Mail Service Pharmacy, 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.

**PBM PLUS MAIL SERVICE PHARMACY, LLC**

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

We, the undersigned managers 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<br><b>Thomas R. Marsh</b> | Treasurer, Manager | November 30, 2010 |

/s/ KLAUS A. HIEBER  
**Klaus A. Hieber**

President

November 30, 2010

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

Manager

November 30, 2010

/s/ TRACY FINN  
**Tracy Finn**

Manager

November 30, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Pharmacon 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.

**PHARMACON 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |           |                   |
|---|-----------|-------------------|
| /s/ RICHARD ZELKOWITZ<br><b>Richard Zelkowitz</b> | President | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>     | Director  | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b>   | Director  | November 30, 2010 |
| /s/ JEFFREY M. STAMPS<br><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, Pharmacy Associates of Glens Falls, 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.

**PHARMACY ASSOCIATES OF GLENS FALLS, 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<br><b>Bradley S. Abbott</b> | Treasurer, Director | November 30, 2010 |

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

President, 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, Pharmacy Consultants, 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.

**PHARMACY CONSULTANTS, 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<br><b>Tracy Finn</b> | President    | November 30, 2010 |

|  |           |                   |
|--|-----------|-------------------|
| /s/ <b>BRADLEY S. ABBOTT</b><br><b>Bradley S. Abbott</b> | Treasurer | November 30, 2010 |
| /s/ <b>THOMAS R. MARSH</b><br><b>Thomas R. Marsh</b>     | Director  | November 30, 2010 |
| /s/ <b>REGIS T. ROBBINS</b><br><b>Regis T. Robbins</b>   | Director  | November 30, 2010 |
| /s/ <b>JEFFREY M. STAMPS</b><br><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, Pharmsource Healthcare, 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.

**PHARMASOURCE HEALTHCARE, 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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/s/ JAMES CIALDINI  
**James Cialdini**

President, 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, Pharm-Corp of Maine 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.

**PHARM-CORP OF MAINE LLC**

By: Sole Member:

**OMNICARE PHARMACIES OF MAINE HOLDING  
COMPANY**

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<br><b>Bradley S. Abbott</b> | Treasurer, Director | November 30, 2010 |

/s/ JEFFREY M. STAMPS  
**Jeffrey M. Stamps**

President

November 30, 2010

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

Director

November 30, 2010

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

Director

November 30, 2010



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Pharmed Holdings, 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.

**PHARMED 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |                     |                   |
|---|---------------------|-------------------|
| /s/ DAVID WEST<br><b>David West</b>             | President, Director | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Director            | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><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, PP Acquisition 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.

**PP ACQUISITION COMPANY, LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |                    |                   |
|---|--------------------|-------------------|
| /s/ A. SAMUEL ENLOE<br><b>A. Samuel Enloe</b>   | President, Manager | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Manager            | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Manager            | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, PPS Acquisition 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.

**PPS ACQUISITION COMPANY, LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

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

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Professional Pharmacy 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.

**PROFESSIONAL PHARMACY SERVICES, 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<br><b>Tracy Finn</b> | President, Director | November 30, 2010 |

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

Treasurer, 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, Rescot Systems Group, 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.

**RESCOT SYSTEMS GROUP, 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|  |                     |                   |
|--|---------------------|-------------------|
| <i>/s/</i> JAMES CIALDINI<br><b>James Cialdini</b>     | President, Director | November 30, 2010 |
| <i>/s/</i> REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Director            | November 30, 2010 |
| <i>/s/</i> THOMAS R. MARSH<br><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, Royal Care of Michigan 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.

**ROYAL CARE OF MICHIGAN LLC**

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

We, the undersigned managers 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<br><b>Tracy Finn</b> | President, Manager | November 30, 2010 |

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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, SHC Acquisition Co, 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.

**SHC ACQUISITION CO, LLC**

By: Sole Member:

**HMIS, 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<br><b>Tracy Finn</b> | President    | November 30, 2010 |

|  |           |                   |
|--|-----------|-------------------|
| /s/ <b>BRADLEY S. ABBOTT</b><br><b>Bradley S. Abbott</b> | Treasurer | November 30, 2010 |
| /s/ <b>THOMAS R. MARSH</b><br><b>Thomas R. Marsh</b>     | Director  | November 30, 2010 |
| /s/ <b>REGIS T. ROBBINS</b><br><b>Regis T. Robbins</b>   | Director  | November 30, 2010 |
| /s/ <b>JEFFREY M. STAMPS</b><br><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, Shore Pharmaceutical Providers, 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.

**SHORE PHARMACEUTICAL PROVIDERS, INC.**

By: /s/ THOMAS R. MARSH  
**Thomas R. Marsh**  
**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/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b> | President, Director | November 30, 2010 |

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

Treasurer

November 30, 2010

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

Director

November 30, 2010

/s/ JEFFREY M. STAMPS  
**Jeffrey M. Stamps**

Director

November 30, 2010



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Southside Apothecary, 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.

**SOUTHSIDE APOTHECARY, 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

/s/ JEFFREY M. STAMPS  
**Jeffrey M. Stamps**

President, Director

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, Specialized Home Infusion of Michigan 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.

**SPECIALIZED HOME INFUSION OF MICHIGAN  
LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

/s/ ROLF SCHRADER  
**Rolf Schrader**

President, Manager

November 30, 2010

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

Manager

November 30, 2010

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

Manager

November 30, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Specialized Patient Care 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.

**SPECIALIZED PATIENT CARE SERVICES, 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<br><b>Tracy Finn</b> | President    | November 30, 2010 |

|  |                     |                   |
|--|---------------------|-------------------|
| /s/ <b>BRADLEY S. ABBOTT</b><br><b>Bradley S. Abbott</b> | Treasurer, Director | November 30, 2010 |
| /s/ <b>THOMAS R. MARSH</b><br><b>Thomas R. Marsh</b>     | Director            | November 30, 2010 |
| /s/ <b>REGIS T. ROBBINS</b><br><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, Sterling Healthcare 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.

**STERLING HEALTHCARE SERVICES, 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

/s/ DAVID WEST  
**David West**

President, Director

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, Superior Care 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.

**SUPERIOR CARE 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |           |                   |
|---|-----------|-------------------|
| /s/ MICHAEL WOOD<br><b>Michael Wood</b>         | President | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Director  | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Director  | November 30, 2010 |
| /s/ TRACY FINN<br><b>Tracy Finn</b>             | Director  | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Swish, 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.

**SWISH, 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<br><b>Tracy Finn</b> | President, Director | November 30, 2010 |

|  |               |                   |
|--|---------------|-------------------|
| /s/ <b>BRADLEY S. ABBOTT</b><br><b>Bradley S. Abbott</b> | Treasurer     | November 30, 2010 |
| /s/ <b>JAMES M. PUSEY</b><br><b>James M. Pusey</b>       | CEO, Director | November 30, 2010 |
| /s/ <b>THOMAS R. MARSH</b><br><b>Thomas R. Marsh</b>     | Director      | November 30, 2010 |
| /s/ <b>REGIS T. ROBBINS</b><br><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, TCPI 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.

**TCPI 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

/s/ ROLF SCHRADER  
**Rolf Schrader**

President, Director

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, THG 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.

**THG 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<br><b>Bradley S. Abbott</b> | Treasurer, Director | November 30, 2010 |

|   |           |                   |
|---|-----------|-------------------|
| /s/ TRACY FINN<br><b>Tracy Finn</b>             | President | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Director  | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><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, The Hardardt Group, 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.

**THE HARDARDT GROUP, 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<br><b>Tracy Finn</b> | President, Director | November 30, 2010 |

|   |               |                   |
|---|---------------|-------------------|
| /s/ JAMES M. PUSEY<br><b>James M. Pusey</b>       | CEO, Director | November 30, 2010 |
| /s/ BRADLEY S. ABBOTT<br><b>Bradley S. Abbott</b> | Treasurer     | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>     | Director      | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b>   | Director      | November 30, 2010 |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, The Medicine Centre, 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.

**THE MEDICINE CENTRE, LLC**

By: Sole Member:

**ASCO HEALTHCARE, LLC.**

By: Sole Member:

**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.

## Edgar Filing: ACCUMED INC - Form POSASR

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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/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Treasurer, Director | November 30, 2010 |
| /s/ TRACY FINN<br><b>Tracy Finn</b>             | President, Director | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><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, Three Forks Apothecary, 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.

**THREE FORKS APOTHECARY, 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |           |                   |
|---|-----------|-------------------|
| /s/ MIKE ARNOLD<br><b>Mike Arnold</b>             | President | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>     | Director  | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b>   | Director  | November 30, 2010 |
| /s/ JEFFREY M. STAMPS<br><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, UC 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.

**UC 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |           |                   |
|---|-----------|-------------------|
| /s/ JACKIE AKLER<br><b>Jackie Akler</b>         | President | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Director  | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Director  | November 30, 2010 |
| /s/ DAVID WEST<br><b>David West</b>             | Director  | November 30, 2010 |



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Uni-Care Health Services of Maine, 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.

**UNI-CARE HEALTH SERVICES OF MAINE, 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

/s/ JAMES CIALDINI  
**James Cialdini**

President, Director

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, Value 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.

**VALUE 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |                     |                   |
|---|---------------------|-------------------|
| /s/ JEFFREY M. STAMPS<br><b>Jeffrey M. Stamps</b> | President, Director | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b>   | Director            | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><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, Vital Care Infusions, 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.

**VITAL CARE INFUSIONS, 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |                     |                   |
|---|---------------------|-------------------|
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b>   | President, Director | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>     | Director            | November 30, 2010 |
| /s/ JEFFREY M. STAMPS<br><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, Winslow s Pharmacy 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.

**WINSLOW S PHARMACY**

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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |                     |                   |
|---|---------------------|-------------------|
| /s/ JEFFREY M. STAMPS<br><b>Jeffrey M. Stamps</b> | President, Director | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>     | Director            | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><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, Williamson Drug Company Incorporated 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.

**WILLIAMSON DRUG COMPANY  
INCORPORATED**

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<br><b>Tracy Finn</b> | President, Director | November 30, 2010 |

|  |           |                   |
|--|-----------|-------------------|
| /s/ <b>BRADLEY S. ABBOTT</b><br><b>Bradley S. Abbott</b> | Treasurer | November 30, 2010 |
| /s/ <b>THOMAS R. MARSH</b><br><b>Thomas R. Marsh</b>     | Director  | November 30, 2010 |
| /s/ <b>REGIS T. ROBBINS</b><br><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, Accu-Med Services 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.

**ACCU-MED SERVICES LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

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|   |                   |                   |
|---|-------------------|-------------------|
| /s/ THOMAS LUDEKE<br><b>Thomas Ludeke</b>       | President/Manager | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Manager           | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Manager           | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Accu-Med Services of Washington 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.

**ACCU-MED SERVICES OF WASHINGTON LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

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|   |                   |                   |
|---|-------------------|-------------------|
| /s/ THOMAS LUDEKE<br><b>Thomas Ludeke</b>       | President/Manager | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Manager           | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Manager           | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Bach's Pharmacy Services, 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.

**BACH'S PHARMACY SERVICES, LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |           |                   |
|---|-----------|-------------------|
| /s/ TRACY FINN<br><b>Tracy Finn</b>               | President | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>     | Manager   | November 30, 2010 |
| /s/ JEFFREY M. STAMPS<br><b>Jeffrey M. Stamps</b> | Manager   | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b>   | Manager   | November 30, 2010 |



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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Compscript Boca, 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.

**COMPSRIPT BOCA, LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer, Manager | November 30, 2010 |

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|   |           |                   |
|---|-----------|-------------------|
| /s/ DAVID WEST<br><b>David West</b>             | President | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Manager   | November 30, 2010 |
| /s/ TRACY FINN<br><b>Tracy Finn</b>             | Manager   | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, CompScript, 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.

**COMPSCRIPT, LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | 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, CTLP 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.

**CTLP ACQUISITION LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

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|   |                    |                   |
|---|--------------------|-------------------|
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | President, Manager | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Manager            | November 30, 2010 |
| /s/ A. SAMUEL ENLOE<br><b>A. Samuel Enloe</b>   | Manager            | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, D & R Pharmaceutical Services, 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.

**D & R PHARMACEUTICAL SERVICES, LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | 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, Enloe Drugs 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.

**ENLOE DRUGS LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

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|   |                    |                   |
|---|--------------------|-------------------|
| /s/ A. SAMUEL ENLOE<br><b>A. Samuel Enloe</b>   | President, Manager | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Manager            | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Manager            | November 30, 2010 |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Evergreen Pharmaceutical, 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.

**EVERGREEN PHARMACEUTICAL, LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | 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, Omnicare Pharmacy of Maine 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.

**OMNICARE PHARMACY OF MAINE LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

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

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Omnicare Property Management, 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.

**OMNICARE PROPERTY MANAGEMENT, LLC**

By: Sole member:

**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<br>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



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Asco Healthcare of New England, Limited Partnership 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.

**ASCO HEALTHCARE OF NEW ENGLAND, LIMITED PARTNERSHIP**

By: Sole member:

**ASCO HEALTHCARE, LLC.**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | 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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Medical Services Group, 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.

**MEDICAL SERVICES GROUP, LLC**

By: Sole member:

**ASCO HEALTHCARE, LLC.**

By: Sole member:

**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.

| Signature                                     | Title               | Date              |
|---|---------------------|-------------------|
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b> | 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, NeighborCare - Orca, 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.

**NEIGHBORCARE - ORCA, LLC**

By: Sole member:

**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<br>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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, each of NeighborCare of Indiana, LLC., NeighborCare of Virginia, LLC and NeighborCare of Wisconsin, 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.

**NEIGHBORCARE OF INDIANA, LLC.**  
**NEIGHBORCARE OF VIRGINIA, LLC.**  
**NEIGHBORCARE OF WISCONSIN, LLC.**

By: Sole member:

**OMNICARE OF NEW YORK, LLC.**

By: Sole member:

**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.

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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/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Treasurer, Director | November 30, 2010 |
| /s/ TRACY FINN<br><b>Tracy Finn</b>             | President, Director | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><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, NeighborCare Pharmacies, 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.

**NEIGHBORCARE PHARMACIES, LLC**

By: Sole Member:

**ASCO HEALTHCARE, LLC.**

By: Sole Member:

**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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/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, Omnicare of New York, 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.

**OMNICARE OF NEW YORK, LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/s/ TRACY FINN  
**Tracy Finn**

President, Director

November 30, 2010

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

Director

November 30, 2010

/s/ TRACY FINN  
**Tracy Finn**

President, 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, Omnicare Pharmacies of Pennsylvania West, 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.

**OMNICARE PHARMACIES OF PENNSYLVANIA WEST, LLC**

By: Sole member:

**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.

| Signature                              | Title               | Date              |
|--|---------------------|-------------------|
| /s/ THOMAS R. MARSH<br>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, Omnicare Pharmacy And Supply Services, 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.

**OMNICARE PHARMACY AND SUPPLY SERVICES, LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | 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, Omnicare Pharmacy of Colorado 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.

**OMNICARE PHARMACY OF COLORADO LLC**

By: Sole member:

**LCPS ACQUISITION, LLC.**

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

We, the undersigned managers 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<br><b>Thomas R. Marsh</b> | Treasurer, Manager | November 30, 2010 |

|   |                         |                   |
|---|-------------------------|-------------------|
| /s/ TRACY FINN<br><b>Tracy Finn</b>               | President, Manager      | November 30, 2010 |
| /s/ BRADLEY S. ABBOTT<br><b>Bradley S. Abbott</b> | Vice President, Manager | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b>   | Secretary, Manager      | November 30, 2010 |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Omnicare Pharmacy of The Midwest, 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.

**OMNICARE PHARMACY OF THE MIDWEST, LLC**

By: Sole member:

**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.

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

/s/ TRACY FINN  
**Tracy Finn**

President, 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, PMRP Acquisition 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.

**PMRP ACQUISITION COMPANY, LLC**

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

We, the undersigned managers 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<br><b>Thomas R. Marsh</b> | Treasurer, Manager | November 30, 2010 |
| /s/ TRACY FINN<br><b>Tracy Finn</b>           | President, Manager | November 30, 2010 |

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

Vice President, Manager

November 30, 2010

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

Secretary, Manager

November 30, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, PSI Arkansas 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.

**PSI ARKANSAS ACQUISITION, LLC**

By: Sole member:

**CP 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<br><b>Bradley S. Abbott</b> | Treasurer, Director | November 30, 2010 |



/s/ TRACY FINN  
**Tracy Finn**

President, 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, Roeschen s Healthcare, 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.

**ROESCHEN S HEALTHCARE, LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/s/ TRACY FINN  
**Tracy Finn**

President, 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, RXC Acquisition Company 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.

**RXC ACQUISITION COMPANY**

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.

| Signature                                       | Title               | Date              |
|---|---------------------|-------------------|
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Treasurer, Director | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | President, Director | November 30, 2010 |
| /s/ JAMES CIALDINI<br><b>James Cialdini</b>     | Director            | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Specialized Pharmacy Services, 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.

**SPECIALIZED PHARMACY SERVICES, LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/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, Suburban Medical Services, 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.

**SUBURBAN MEDICAL SERVICES, LLC**

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

We, the undersigned managers 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<br><b>Thomas R. Marsh</b> | Treasurer, Manager | November 30, 2010 |

/s/ TRACY FINN  
**Tracy Finn**

President, Manager

November 30, 2010

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

Secretary, Manager

November 30, 2010



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, NeighborCare of Ohio, 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.

**NEIGHBORCARE OF OHIO, LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/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, Asco Healthcare, 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.

**ASCO HEALTHCARE, LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/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, Badger 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.

**BADGER ACQUISITION LLC**

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

We, the undersigned managers 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<br><b>Thomas R. Marsh</b> | Treasurer, Manager | November 30, 2010 |

|   |                         |                   |
|---|-------------------------|-------------------|
| /s/ TRACY FINN<br><b>Tracy Finn</b>               | President, Manager      | November 30, 2010 |
| /s/ BRADLEY S. ABBOTT<br><b>Bradley S. Abbott</b> | Vice President, Manager | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b>   | Secretary, Manager      | November 30, 2010 |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, each of Badger Acquisition of Brooksville LLC, Badger Acquisition of Kentucky LLC, Badger Acquisition of Minnesota LLC, Badger Acquisition of Orlando LLC, Badger Acquisition of Tampa LLC and Badger Acquisition Texas 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.

**BADGER ACQUISITION OF BROOKSVILLE LLC**  
**BADGER ACQUISITION OF KENTUCKY LLC**  
**BADGER ACQUISITION OF MINNESOTA LLC**  
**BADGER ACQUISITION OF ORLANDO LLC**  
**BADGER ACQUISITION OF TAMPA LLC**  
**BADGER ACQUISITION OF TEXAS LLC**

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

We, the undersigned managers 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.

## Edgar Filing: ACCUMED INC - Form POSASR

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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/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>     | Treasurer, Manager      | November 30, 2010 |
| /s/ TRACY FINN<br><b>Tracy Finn</b>               | President, Manager      | November 30, 2010 |
| /s/ BRADLEY S. ABBOTT<br><b>Bradley S. Abbott</b> | Vice President, Manager | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b>   | Secretary, Manager      | November 30, 2010 |



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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Badger Acquisition of Ohio 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.

**BADGER ACQUISITION OF OHIO LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer, Manager | November 30, 2010 |

|   |                         |                   |
|---|-------------------------|-------------------|
| /s/ TRACY FINN<br><b>Tracy Finn</b>             | President, Manager      | November 30, 2010 |
| /s/ DOUGLAS ACKLEY<br><b>Douglas Ackley</b>     | Vice President, Manager | November 30, 2010 |
| /s/ GINA TIMMONS<br><b>Gina Timmons</b>         | Vice President, Manager | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Secretary, Manager      | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Best Care Hhc Acquisition 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.

**BEST CARE HHC ACQUISITION COMPANY LLC**

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

We, the undersigned managers 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<br><b>Thomas R. Marsh</b> | Treasurer, Manager | November 30, 2010 |

/s/ TRACY FINN  
**Tracy Finn**

President, Manager

November 30, 2010

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

Secretary, Manager

November 30, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Best Care Ltc Acquisition 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.

**BEST CARE LTC ACQUISITION COMPANY LLC**

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

We, the undersigned managers 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/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Treasurer, Manager | November 30, 2010 |
| /s/ TRACY FINN<br><b>Tracy Finn</b>             | President, Manager | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Secretary, Manager | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, LCPS 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.

**LCPS ACQUISITION, LLC**

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

We, the undersigned managers 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<br><b>Thomas R. Marsh</b> | Treasurer, Manager | November 30, 2010 |

|   |                         |                   |
|---|-------------------------|-------------------|
| /s/ TRACY FINN<br><b>Tracy Finn</b>               | President, Manager      | November 30, 2010 |
| /s/ BRADLEY S. ABBOTT<br><b>Bradley S. Abbott</b> | Vice President, Manager | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b>   | Secretary, Manager      | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Omnicare Pharmacy of Tennessee 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.

**OMNICARE PHARMACY OF TENNESSEE LLC**

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

We, the undersigned managers 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<br><b>Thomas R. Marsh</b> | Treasurer, Manager | November 30, 2010 |



|  |                         |                   |
|--|-------------------------|-------------------|
| <i>/s/</i> TRACY FINN<br><b>Tracy Finn</b>               | President, Manager      | November 30, 2010 |
| <i>/s/</i> BRADLEY S. ABBOTT<br><b>Bradley S. Abbott</b> | Vice President, Manager | November 30, 2010 |
| <i>/s/</i> REGIS T. ROBBINS<br><b>Regis T. Robbins</b>   | Secretary, Manager      | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Ambler Acquisition 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.

**AMBLER ACQUISITION COMPANY LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |           |                   |
|---|-----------|-------------------|
| /s/ TRACY FINN<br><b>Tracy Finn</b>               | President | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b>   | Manager   | November 30, 2010 |
| /s/ JEFFREY M. STAMPS<br><b>Jeffrey M. Stamps</b> | Manager   | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>     | Manager   | November 30, 2010 |

|   |           |                   |
|---|-----------|-------------------|
| /s/ TRACY FINN<br><b>Tracy Finn</b>               | President | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b>   | Manager   | November 30, 2010 |
| /s/ JEFFREY M. STAMPS<br><b>Jeffrey M. Stamps</b> | Manager   | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>     | Manager   | November 30, 2010 |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Asco Healthcare of New England, 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.

**ASCO HEALTHCARE OF NEW ENGLAND, LLC**

By: Managing Manager

**ASCO HEALTHCARE, LCC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/s/ TRACY FINN  
**Tracy Finn**

President, 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, Care4 LP 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.

**CARE4 LP**

By: General Partner

**INSTITUTIONAL HEALTH CARE SERVICES, LLC**

By: Sole member:

**ASCO HEALTHCARE, LLC**

By: Sole member:

**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.

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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/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Treasurer, Director | November 30, 2010 |
| /s/ TRACY FINN<br><b>Tracy Finn</b>             | President, Director | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><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, CIC Services 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.

**CIC SERVICES LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | 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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Compass Health Services, 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.

**COMPASS HEALTH SERVICES, LLC**

By: Sole member:

**ASCO HEALTHCARE, LLC.**

By: Sole member:

**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.

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

/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, CP Services 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.

**CP SERVICES LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/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, DP Services 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.

**DP SERVICES LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | 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, Encare of Massachusetts, 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.

**ENCARE OF MASSACHUSETTS, LLC**

By: Sole member:

**ASCO HEALTHCARE SERVICES, LLC.**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | 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

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Highland Wholesale 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.

**HIGHLAND WHOLESALE LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

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|   |                    |                   |
|---|--------------------|-------------------|
| /s/ JAMES CIALDINI<br><b>James Cialdini</b>     | President, Manager | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Manager            | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Manager            | November 30, 2010 |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Home Care Pharmacy, 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.

**HOME CARE PHARMACY, LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | 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, Home Pharmacy Services, 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.

**HOME PHARMACY SERVICES, LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

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|   |           |                   |
|---|-----------|-------------------|
| /s/ MARK E. PRICE<br><b>Mark E. Price</b>       | President | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Manager   | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Manager   | November 30, 2010 |
| /s/ A. SAMUEL ENLOE<br><b>A. Samuel Enloe</b>   | Manager   | November 30, 2010 |



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Institutional Health Care Services, 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.

**INSTITUTIONAL HEALTH CARE SERVICES, LLC**

By: Sole member:

**ASCO HEALTHCARE SERVICES, LLC.**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | 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, Interlock Pharmacy Systems, 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.

**INTERLOCK PHARMACY SYSTEMS, LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/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, JHC 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.

**JHC ACQUISITION LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |                    |                   |
|---|--------------------|-------------------|
| /s/ A. SAMUEL ENLOE<br><b>A. Samuel Enloe</b>   | President, Manager | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Manager            | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Manager            | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Langsam Health Services, 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.

**LANGSAM HEALTH SERVICES, LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/s/ TRACY FINN  
**Tracy Finn**

President, 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, Lobos 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.

**LOBOS ACQUISITION, LLC.**

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

We, the undersigned managers 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/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Treasurer, Manager | November 30, 2010 |
| /s/ TRACY FINN<br><b>Tracy Finn</b>             | President, Manager | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Manager            | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Lo-Med Prescription Services, 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.

**LO-MED PRESCRIPTION SERVICES, LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/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, LPA Acquisition 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.

**LPA ACQUISITION COMPANY, LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

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

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Main Street Pharmacy, 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.

**MAIN STREET PHARMACY, LLC**

By: Manager

**PROFESSIONAL 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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/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, MHHP Acquisition 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.

**MHHP ACQUISITION COMPANY LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |



|   |           |                   |
|---|-----------|-------------------|
| /s/ PATRICK F. DOWNING<br><b>Patrick F. Downing</b> | President | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>       | Manager   | November 30, 2010 |
| /s/ JEFFREY M. STAMPS<br><b>Jeffrey M. Stamps</b>   | Manager   | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b>     | Manager   | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, National Care For Seniors 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.

**NATIONAL CARE FOR SENIORS LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |                    |                   |
|---|--------------------|-------------------|
| /s/ JAMES CIALDINI<br><b>James Cialdini</b>     | President, Manager | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Manager            | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Manager            | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, NCIA Acquisition 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.

**NCIA ACQUISITION COMPANY, LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/s/ TRACY FINN  
**Tracy Finn**

President, 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, NeighborCare Home Medical Equipment 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.

**NEIGHBORCARE HOME MEDICAL  
EQUIPMENT LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/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, NeighborCare of Maryland, 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.

**NEIGHBORCARE OF MARYLAND, LLC**

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

We, the undersigned managers 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<br><b>Thomas R. Marsh</b> | Treasurer, Manager | November 30, 2010 |



/s/ TRACY FINN  
**Tracy Finn**

President, Manager

November 30, 2010

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

Manager

November 30, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, each of Nihan & Martin LLC and NIV 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.

**NIHAN & MARTIN LLC  
NIV ACQUISITION LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer, Manager | November 30, 2010 |

|   |           |                   |
|---|-----------|-------------------|
| /s/ A. SAMUEL ENLOE<br><b>A. Samuel Enloe</b>   | President | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Manager   | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Manager   | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Omnibill Services 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.

**OMNIBILL SERVICES LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer, Manager | November 30, 2010 |

|   |              |                   |
|---|--------------|-------------------|
| /s/ JAMES M. PUSEY<br><b>James M. Pusey</b>     | CEO, Manager | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Manager      | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Manager      | November 30, 2010 |
| /s/ TRACY FINN<br><b>Tracy Finn</b>             | President    | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Omnicare Clinical Research, 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.

**OMNICARE CLINICAL RESEARCH, LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

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

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Omnicare Distribution Center 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.

**OMNICARE DISTRIBUTION CENTER LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |



|   |                    |                   |
|---|--------------------|-------------------|
| /s/ JAMES CIALDINI<br><b>James Cialdini</b>     | President, Manager | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Manager            | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Manager            | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Omnicare Esc 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.

**OMNICARE ESC LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/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, Omnicare Extended Pharma Services, 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.

**OMNICARE EXTENDED PHARMA SERVICES,  
LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

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

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Omnicare Headquarters 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.

**OMNICARE HEADQUARTERS LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

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

President, Manager

November 30, 2010

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

Manager

November 30, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Omnicare Indiana Partnership Holding 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.

**OMNICARE INDIANA PARTNERSHIP HOLDING  
COMPANY LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer          | November 30, 2010 |
| /s/ JEFFREY M. STAMPS<br><b>Jeffrey M. Stamps</b> | President, Manager | November 30, 2010 |



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

Manager

November 30, 2010

/s/ JOHN L. WORKMAN  
**John L. Workman**

Manager

November 30, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Omnicare of Nevada 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.

**OMNICARE OF NEVADA LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

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

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Omnicare Pennsylvania Med Supply, 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.

**OMNICARE PENNSYLVANIA MED SUPPLY, LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |                    |                   |
|---|--------------------|-------------------|
| /s/ WENDELL TURNEY<br><b>Wendell Turney</b>     | President, Manager | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Manager            | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Manager            | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Omnicare Respiratory Services, 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.

**OMNICARE RESPIRATORY SERVICES, LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |           |                   |
|---|-----------|-------------------|
| /s/ WENDELL TURNEY<br><b>Wendell Turney</b>     | President | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Manager   | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Manager   | November 30, 2010 |
| /s/ TRACY FINN<br><b>Tracy Finn</b>             | Manager   | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, PCI 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.

**PCI ACQUISITION, LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |



|   |           |                   |
|---|-----------|-------------------|
| /s/ TRACY FINN<br><b>Tracy Finn</b>               | President | November 30, 2010 |
| /s/ JEFFREY M. STAMPS<br><b>Jeffrey M. Stamps</b> | Manager   | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>     | Manager   | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b>   | Manager   | November 30, 2010 |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Value Health Care Services, 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.

**VALUE HEALTH CARE SERVICES, LLC**

By: Sole member:

**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>       |
|--|---------------------|-------------------|
| <u>/s/ THOMAS R. MARSH</u><br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |

/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, VAPS Acquisition 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.

**VAPS ACQUISITION COMPANY, LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

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

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Weber Medical Systems 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.

**WEBER MEDICAL SYSTEMS LLC**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer    | November 30, 2010 |

|   |                    |                   |
|---|--------------------|-------------------|
| /s/ A. SAMUEL ENLOE<br><b>A. Samuel Enloe</b>   | President, Manager | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Manager            | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><b>Regis T. Robbins</b> | Manager            | November 30, 2010 |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Westhaven Services Co., 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.

**WESTHAVEN SERVICES CO., LLC**

By: Sole member:

**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<br><b>Thomas R. Marsh</b> | Treasurer, Director | November 30, 2010 |



/s/ TRACY FINN  
**Tracy Finn**

President, 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, ZS Acquisition 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.

**ZS ACQUISITION COMPANY, LLC**

By: Sole member:

**LO-MED PRESCRIPTION SERVICES, LLC**

By: Sole member:

**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.

## Edgar Filing: ACCUMED INC - Form POSASR

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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/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b>   | Treasurer, Director | November 30, 2010 |
| /s/ TRACY FINN<br><b>Tracy Finn</b>             | President, Director | November 30, 2010 |
| /s/ REGIS T. ROBBINS<br><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, Dixon Pharmacy 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.

**DIXON PHARMACY LLC.**

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

We, the undersigned managers 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<br><b>Bradley S. Abbott</b> | Treasurer            | November 30, 2010 |
| /s/ A. SAMUEL ENLOE<br><b>A. Samuel Enloe</b>     | President, Treasurer | November 30, 2010 |

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

Manager

November 30, 2010

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

Manager

November 30, 2010

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, APS Pharmacy 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.

**APS PHARMACY SERVICES, INC.**

By:                    /s/ THOMAS TRITE  
                          **Thomas Trite**  
                          **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/ THOMAS TRITE<br><b>Thomas Trite</b> | President, Director | November 30, 2010 |

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

Treasurer

November 30, 2010

/s/ ROBERT WEIR  
**Robert Weir**

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, CCRx Holdings, 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.

**CCRX HOLDINGS, INC.**

By:                    /s/ THOMAS TRITE  
                          **Thomas Trite**  
                          **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/ THOMAS TRITE<br><b>Thomas Trite</b> | President, Director | November 30, 2010 |



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

Treasurer

November 30, 2010

/s/ ROBERT WEIR  
**Robert Weir**

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, CCRx of Florida Holdings, 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.

**CCRx OF FLORIDA HOLDINGS, INC..**

By:                    /s/ THOMAS TRITE  
                          **Thomas Trite**  
                          **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/ THOMAS TRITE<br><b>Thomas Trite</b>       | President, Director | November 30, 2010 |
| /s/ THOMAS R. MARSH<br><b>Thomas R. Marsh</b> | Treasurer           | November 30, 2010 |

/s/ ROBERT WEIR  
**Robert Weir**

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, CCRX of Florida, 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.

**CCRX OF FLORIDA, LLC.**

By: Sole Member:

**CCRX OF FLORIDA HOLDINGS, INC.**

By: /s/ THOMAS TRITE  
**Thomas Trite**  
**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/ THOMAS TRITE<br><b>Thomas Trite</b> | President, Director | November 30, 2010 |

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

Treasurer

November 30, 2010

/s/ ROBERT WEIR  
**Robert Weir**

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, CCRx of Illinois Holdings, 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.

**CCRX OF ILLINOIS HOLDINGS, INC.**

By:                    /s/ THOMAS TRITE  
                          **Thomas Trite**  
                          **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/ THOMAS TRITE<br><b>Thomas Trite</b> | President, Director | November 30, 2010 |

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

Treasurer

November 30, 2010

/s/ ROBERT WEIR  
**Robert Weir**

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, CCRX of Illinois, 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.

**CCRX OF ILLINOIS, LLC.**

By: Sole Member:

**CCRX OF ILLINOIS HOLDINGS, INC.**

By: /s/ THOMAS TRITE  
**Thomas Trite**  
**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/ THOMAS TRITE<br><b>Thomas Trite</b> | President, Director | November 30, 2010 |



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

Treasurer

November 30, 2010

/s/ ROBERT WEIR  
**Robert Weir**

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, CCRx of New York Holdings, 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.

**CCRx OF NEW YORK HOLDINGS, INC.**

By:                    /s/ THOMAS TRITE  
                          **Thomas Trite**  
                          **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/ THOMAS TRITE<br><b>Thomas Trite</b> | President, Director | November 30, 2010 |

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

Treasurer

November 30, 2010

/s/ ROBERT WEIR  
**Robert Weir**

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, CCRX of New York, 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.

**CCRX OF NEW YORK, LLC.**

By: Sole Member:

**CCRX OF NEW YORK HOLDINGS, INC.**

By: /s/ THOMAS TRITE  
**Thomas Trite**  
**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/ THOMAS TRITE<br><b>Thomas Trite</b> | President, Director | November 30, 2010 |

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

Treasurer

November 30, 2010

/s/ ROBERT WEIR  
**Robert Weir**

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, CCRx of North Carolina Holdings, 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.

**CCRX OF NORTH CAROLINA HOLDINGS, INC.**

By:                    /s/ THOMAS TRITE  
                         **Thomas Trite**  
                         **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/ THOMAS TRITE<br><b>Thomas Trite</b> | President, Director | November 30, 2010 |

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

Treasurer

November 30, 2010

/s/ ROBERT WEIR  
**Robert Weir**

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, CCRx of North Carolina, 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.

**CCRX OF NORTH CAROLINA, INC.**

By:                    /s/ THOMAS TRITE  
                          **Thomas Trite**  
                          **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/ THOMAS TRITE<br><b>Thomas Trite</b> | President, Director | November 30, 2010 |



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

Treasurer

November 30, 2010

/s/ ROBERT WEIR  
**Robert Weir**

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, Continuing Care Rx, 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.

**CONTINUING CARE RX, INC.**

By:                    /s/ THOMAS TRITE  
                         **Thomas Trite**  
                         **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/ THOMAS TRITE<br><b>Thomas Trite</b> | President, Director | November 30, 2010 |

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

Treasurer

November 30, 2010

/s/ ROBERT WEIR  
**Robert Weir**

Director

November 30, 2010

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

Director

November 30, 2010

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 1.1                | Form of Underwriting Agreement.*   |
| 3.1                | Restated Certificate of Incorporation of Omnicare, Inc. (as amended) (incorporated herein by reference from Exhibit 3.1 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2002).  |
| 3.2                | Third Amended and Restated By-Laws of Omnicare, Inc. (incorporated herein by reference from Exhibit 3.1 to our Current Report on Form 8-K filed December 23, 2008).  |
| 4.1                | Form of Senior Debt Securities Indenture (incorporated herein by reference from Exhibit 4.1 to Amendment No. 1 to our Registration Statement on Form S-3 filed February 19, 2003).   |
| 4.2                | Subordinated Debt Securities Indenture, dated as of June 13, 2003 between Omnicare, Inc. and U.S. Bank National Association (as successor to SunTrust Bank), as trustee (incorporated herein by reference from Exhibit 4.2 to our Current Report on Form 8-K filed June 16, 2003). |
| 4.3                | Form of Senior Debt Securities (included in exhibit 4.1).  |
| 4.4                | Form of Subordinated Debt Securities (included in exhibit 4.2).  |
| 4.5                | Form of certificate of designation of preferred stock.*  |
| 4.6                | Form of Warrant.*  |
| 5.1                | Opinion of Dewey & LeBoeuf LLP.**  |
| 12.1               | Statement of Computation of Ratio of Earnings to Fixed Charges for the five years ended December 31, 2009 (incorporated herein by reference from Exhibit 12 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed February 25, 2010).               |
| 23.1               | Consent of Dewey & LeBoeuf LLP (included in its opinion filed as Exhibit 5.1).**   |
| 23.2               | Consent of Independent Registered Public Accounting Firm (PricewaterhouseCoopers LLP).**   |
| 24                 | Powers of Attorney (included on the signature page hereto).***   |
| 25.1               | Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939, as amended, of Trustee under the Senior Debt Securities Indenture and the Subordinated Debt Securities Indenture.***  |

\* *To be filed either by amendment or as an exhibit to a Current Report on Form 8-K and incorporated by reference herein.*

\*\* *Filed herewith.*

\*\*\* *Previously filed with this Registration Statement.*