

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2009
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>OMNICARE EMPLOYEES SAVINGS AND INVESTMENT PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>07/01/1981</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>OMNICARE, INC.</u> <u>100 E RIVER CENTER BLVD, SUITE 1500</u> <u>COVINGTON, KY 41011</u>	2b Employer Identification Number (EIN) <u>31-1001351</u> 2c Sponsor's telephone number <u>859-392-3300</u> 2d Business code (see instructions) <u>621498</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/13/2010</u>	<u>BRUCE SMITH</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/14/2010</u>	<u>THOMAS MARSH</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") OMNICARE, INC. 100 E RIVER CENTER BLVD, SUITE 1500 COVINGTON, KY 41011	3b Administrator's EIN 31-1001351 3c Administrator's telephone number 859-392-3300
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	16424
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	13465
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	2048
d Subtotal. Add lines 6a , 6b , and 6c	6d	15513
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	15513
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	7313
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	345

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 3H 2F 2H 2J 2K 2E 2R 3I 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☐ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan OMNICARE EMPLOYEES SAVINGS AND INVESTMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 OMNICARE, INC.	D Employer Identification Number (EIN) 31-1001351	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
CHARLES SCHWAB & CO. INC. AND AFFIL
94-1737782

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

SCHWAB RETIREMENT PLAN SERVICES

34-1479833

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64	NONE	301769	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

CHARLES SCHWAB & CO., INC.

94-1737782

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33 50 59 62 71	NONE	48063	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

MATSON MONEY INC.

31-1334658

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 50	NONE	19144	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

CHARLES SCHWAB TRUST COMPANY

42-1558009

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49 50 52 59 62	NONE	383	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB & CO. AND AFFILIATES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>OMNICARE EMPLOYEES SAVINGS AND INVESTMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>OMNICARE, INC.</u>	D Employer Identification Number (EIN) <u>31-1001351</u>	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	13613	14202
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2387581	2138150
(2) Participant contributions	1b(2)	79717	79760
(3) Other	1b(3)	298648	72031
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	134763	140179
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	4226	
(5) Partnership/joint venture interests	1c(5)		4842
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	147688971	192204529
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	3760367	6069053

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	30055917	32187416
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	184423803	232910162

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	177473	1752053
k Total liabilities (add all amounts in lines 1g through 1j)	1k	177473	1752053

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	184246330	231158109
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	7286296	
(B) Participants	2a(1)(B)	28383102	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		35669398

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	104950	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		104950

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4283934	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4283934

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	6049572	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	6562640	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-513068

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-3224572	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		-3224572
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		28794829
c Other income.....	2c		715686
d Total income. Add all income amounts in column (b) and enter total.....	2d		65831157

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	16693648	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		16693648
f Corrective distributions (see instructions)	2f		1890899
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	334831	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		334831
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		18919378

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		46911779
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PRICEWATERHOUSECOOPERS LLP

(2) EIN: 13-4008324

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....	☒		2808639
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		☒	
e Was this plan covered by a fidelity bond?.....	☒		50000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		☒	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>OMNICARE EMPLOYEES SAVINGS AND INVESTMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>OMNICARE, INC.</u>	D Employer Identification Number (EIN) <u>31-1001351</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-1558009</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Omnicare Employees'
Savings and Investment Plan
Financial Statements and Supplemental Schedules
December 31, 2009 and 2008

Omnicare Employees' Savings and Investment Plan

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Note: Other schedules required by 29 CFR Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable to the Omnicare Employees' Savings and Investment Plan.	

Report of Independent Auditors

To the Participants and Administrator of
the Omnicare Employees'
Savings and Investment Plan

We were engaged to audit the financial statements and supplemental schedules of the Omnicare Employees' Savings and Investment Plan (the "Plan") at December 31, 2009 and 2008 and for the years then ended, as listed in the accompanying index. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Charles Schwab Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2009 and 2008 and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PricewaterhouseCoopers LLP

Cincinnati, Ohio
October 12, 2010

Omnicare Employees' Savings and Investment Plan
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	2009	2008
Assets		
Non-interest bearing cash	\$ 14,202	\$ 13,613
Investments, at fair value		
Mutual funds	194,313,191	149,257,167
Omnicare, Inc. Common Stock - non-diversifiable*	1,663,173	3,478,249
Omnicare, Inc. Common Stock - diversifiable	30,182,745	26,294,545
Chemed Corporation common stock*	341,498	283,123
Other common stock	1,708,045	675,042
Money market funds	140,179	134,763
Interest bearing cash	1,860,470	1,353,167
Other	396,718	168,188
	<u>230,606,019</u>	<u>181,644,244</u>
Receivables		
Participant contributions	79,760	79,717
Employer contributions	2,138,150	2,387,581
Interest and dividends	72,031	298,648
Total receivables	<u>2,289,941</u>	<u>2,765,946</u>
Total assets	<u>232,910,162</u>	<u>184,423,803</u>
Liabilities		
Excess contributions payable	2,532,177	1,871,686
Pending trades payable, net	1,541,537	-
Accrued expenses	<u>210,516</u>	<u>177,473</u>
Net assets available for benefits	<u>\$ 228,625,932</u>	<u>\$ 182,374,644</u>

*Non participant-directed

The accompanying notes are an integral part of these financial statements.

Omnicare Employees' Savings and Investment Plan
Statements of Changes in Net Assets Available for Benefits
Years Ending December 31, 2009 and 2008

	2009	2008
Additions/reductions		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	\$24,899,767	\$ (56,727,750)
Interest and dividends	5,261,992	5,491,463
Total investment income (loss)	<u>30,161,759</u>	<u>(51,236,287)</u>
Contributions from participants	27,722,611	31,221,817
Contributions from Employer	7,286,296	7,234,207
Net additions (reductions)	<u>65,170,666</u>	<u>(12,780,263)</u>
Deductions		
Distributions to participants	18,584,547	17,691,219
Administrative expenses	334,831	565,326
Total deductions	<u>18,919,378</u>	<u>18,256,545</u>
Increase (decrease) in net assets available for benefits	\$46,251,288	(\$31,036,808)
Net assets available for benefits—beginning of year	<u>182,374,644</u>	<u>213,411,452</u>
Net assets available for benefits—end of year	<u>\$ 228,625,932</u>	<u>\$ 182,374,644</u>

The accompanying notes are an integral part of these financial statements.

Omnicare Employees' Savings and Investment Plan

Notes to Financial Statements

December 31, 2009 and 2008

1. Description of the Plan

The following description of the Omnicare Employees' Savings and Investment Plan ("the Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan available to all full-time employees of Omnicare, Inc. and participating subsidiaries ("Omnicare", "Employer" or the "Company") who have completed at least six months of service, except those covered by a collective bargaining agreement. Effective December 1, 2002, the Plan was amended to allow certain other plans sponsored by the Company to participate in the Plan under the terms and conditions outlined in the amendment.

The Plan's trustee is the Charles Schwab Trust Company. The Plan was amended and restated effective January 1, 2006, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

The Plan provides that participants may elect to make before-tax ("salary reduction") contributions through regular payroll deductions of an amount between 1% to 15% of their base compensation, as defined in the Plan. Effective March 1, 2007 participants may contribute up to 100% of their base compensation, as defined by the Plan. Employee contributions for 2009 and 2008 are limited to \$16,500 and \$15,500, respectively, by the Internal Revenue Service. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Participants may direct the investment of their contributions into various investment options offered by the Plan, such as mutual funds and common stocks. In addition, participants may direct contributions to a self-directed brokerage account (the Personal Choice Retirement accounts ("PCRA")). The Company matches participant contributions in accordance with the Plan agreement. The matching Company contribution is invested directly in Omnicare, Inc. common stock or cash as determined by the Company. Participants are allowed to diversify their investment in Omnicare common stock after ten years. Effective January 1, 2007, participants are allowed to diversify their Omnicare common stock investment after three years of service, based on the participant's age. Additional profit sharing amounts may be contributed at the option of the Company's board of directors and are invested in a portfolio of investments as directed by the Company based on the participant's compensation. There were no additional profit sharing contributions made in 2009 or 2008.

Participant Accounts

Employee contributions are made through regular payroll deductions and paid into the Plan on a bi-weekly basis.

Each participant's account is credited with the participant's contribution, Company contributions and an allocation of the Plan's earnings (losses). Allocations are based on the participant account balances.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's matching contribution is based on an employee's years of service ranging from 20% after two years of service to 100% after six years of service.

Omnicare Employees' Savings and Investment Plan

Notes to Financial Statements

December 31, 2009 and 2008

Participant Loans

The Plan does not allow for participant loans.

Payment of Benefits

The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

On termination of service or death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or payments as follows:

- (a) Single Life Installment Refund Annuity;
- (b) Life Annuity with Certain Period;
- (c) Joint and Survivor Annuity; or
- (d) Installment Refund Annuity.

Forfeited Accounts

At December 31, 2009 and 2008, available forfeited nonvested account totaled \$154,246 and \$104,302, respectively. Forfeited amounts can be used to reduce future Employer contributions or to pay Plan expenses at the discretion of the Company. During 2009 and 2008, plan expenses paid with forfeitures were \$301,788 and \$387,403, respectively.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

Investment Valuation and Income Recognition

The Plan's investments in common stock are stated at fair value as determined by quoted market prices. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. Money market funds are recorded at amortized cost which approximates fair value.

The Plan presents in its statements of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investment, which consists of the realized gains and losses as well as the realized appreciation (depreciation) on those investments.

Purchases and sale of securities are recorded on trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Distributions to Participants

Distributions to participants are recorded when paid. At December 31, 2009 and 2008, \$305,957 and \$13,254, respectively, of distributions had been approved but not paid.

Omnicare Employees' Savings and Investment Plan

Notes to Financial Statements

December 31, 2009 and 2008

Administrative Expenses

Trustee and record keeper fees are paid by the Plan. Any other administrative costs are paid by the Company, on behalf of the Plan.

Risk and Uncertainties

The Plan provides for investment options in various investment securities or funds. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities, the level of uncertainty related to changes in the value of investment securities and recent volatility in the financial markets, it is at least reasonably possible that changes in risks in the near term will continue to occur and may materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

New Accounting Standards

Accounting Standards Codification: In July 2009, the Financial Accounting Standards Board (FASB) issued guidance now codified as ASC 105-10 *The FASB Accounting Standards Codification™ and the Hierarchy of Generally Accepted Accounting Principles*, which identifies the sources of accounting principles and the framework for selecting the principles used in preparation of financial statements. ASC 105-10 establishes The FASB Standards Codification™ and interpretative releases of the SEC as the only sources of authoritative U.S. GAAP. This statement is effective for the Plan and will affect any references made to authoritative U.S. GAAP standards.

Reporting of Subsequent Events: In May 2009, ASC 855, *Subsequent Events*, was issued, which requires entities to record and disclose events or transactions that occur after the balance sheet date but before financial statements are issued or are available to be issued. This guidance was effective for the Plan in 2009 and did not have a material impact on the financial statements.

Fair Value Measurements and Disclosures: In April 2009, ASC 820-10, *Determining Fair Value When the Volume and Level of Activity for the Asset and Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*, was issued, which emphasizes that the objective of a fair value measurement does not change even when market activity for the asset or liability has decreased significantly. Fair value is the price that would be received for an asset sold or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. When observable transactions or quoted prices are not considered orderly, then little, if any, weight should be assigned to the indication of the asset or liability's fair value. Adjustments to those transactions or prices would be needed to determine the appropriate fair value. This pronouncement also required further breakdown of investments by category within the fair value disclosure. The guidance was applied prospectively in 2009, and the impact of adoption of this standard was not material to the Plan's net assets available for benefits.

In 2010, the FASB issued ASU No. 2010-06 which amends *Fair Value Measurements and Disclosures – Overall* (ASC Topic 820-10). This update requires a gross presentation of activities within the Level 3 rollforward and adds a new requirement to disclose transfers in and out of Level 1 and 2 measurements. The update further clarifies the existing disclosure requirements in ASC 820-10 regarding: i) the level of disaggregation of fair value measurements; and ii) the disclosures regarding inputs and valuation techniques. This update will be effective for our fiscal year beginning January 1, 2010 except for the gross presentation of the Level 3 transfers in and transfer out information, which is effective for the current fiscal year. The effect on the 2009 financial statements was not material. The principal impact from this update in future years will be expanded disclosures regarding our fair value measurements and is not expected to be material.

Omnicare Employees' Savings and Investment Plan **Notes to Financial Statements** **December 31, 2009 and 2008** ---

3. Investments

The following investments, at fair value, represent 5% or more of the Plan's net assets available for benefits:

	December 31,	
	2009	2008
Investments at fair value as determined by quoted market price		
Omnicare, Inc. common stock, *	\$ 31,845,918	\$ 29,772,794
1,315,880 and 1,072,506 shares, respectively		
Vanguard Index 500 Fund	38,014,140	28,309,015
Vanguard Windsor II Fund	30,041,383	22,722,027
Vanguard Extended Market Fund	24,227,697	16,316,158
Vanguard Wellington Fund	37,534,983	28,422,611
Vanguard International Value Fund	25,422,761	17,281,395
Vanguard Short-term Treasury Fund	18,431,049	16,893,183
Vanguard Intermediate-Term U.S. Treasury Portfolio Fund	18,532,516	17,744,583

*Consists of \$1,663,173 and \$3,478,249 non participant-directed investments as of December 31, 2009 and 2008 investments

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	Year Ended December 31,	
	2009	2008
Mutual funds	\$ 27,921,722	\$ (60,429,645)
Omnicare, Inc. Common Stock - nondiversifiable*	(220,426)	619,998
Omnicare, Inc. Common Stock - diversifiable	(3,575,591)	4,494,429
Chemed Corporation common stock*	58,376	(114,719)
Other	715,686	(1,297,813)
	\$ 24,899,767	\$ (56,727,750)

*Non participant-directed

Omnicare Employees' Savings and Investment Plan

Notes to Financial Statements

December 31, 2009 and 2008

4. Non Participant-Directed Investments

Information about the net assets and the significant components of the changes in net assets relating to non participant-directed investments is as follows:

	December 31,	
	2009	2008
Net assets		
Omnicare, Inc. common stock	\$ 1,663,173	\$ 3,478,249
Chemed Corporation common stock	341,498	283,123
	<u>\$ 2,004,671</u>	<u>\$ 3,761,372</u>
	Year Ended December 31,	
	2009	2008
Changes in net assets		
Net (depreciation) appreciation in fair value of investments	\$ (162,050)	\$ 505,279
Contributions	3,413	260,273
Benefits paid to participants	(70,580)	(168,534)
Administrative expenses	(166,947)	(233,431)
Transfers to participant-directed investments	(1,360,537)	(2,858,927)
	<u>\$ (1,756,701)</u>	<u>\$ (2,495,340)</u>

5. Fair Value Measurements

The Plan adopted ASC 820-10 (previously Financial Accounting Standards Board Statements No. 157, *Fair Value Measurements* (FAS 157)), effective January 1, 2008. ASC 820-10 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820-10-50-5 are described below

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Omnicare Employees' Savings and Investment Plan **Notes to Financial Statements** **December 31, 2009 and 2008**

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodology used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Mutual funds—Valued at the net asset value ("NAV") of shares held by the Plan at year end.

Common stocks—Valued at closing price reported on the active market on which the individual securities are traded.

Money market fund—Valued at the net asset value of shares held by the Plan at year end.

Other—Valued at the net asset value (\$1) of shares held by the Plan or quoted market price at year end.

The method described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

Assets at Fair Value as of December 31, 2009				
	Level 1	Level 2	Level 3	Total
Common stock - Omnicare	\$ 31,845,918	\$ -	\$ -	\$ 31,845,918
Common stock - Other *	2,049,543	-	-	2,049,543
Mutual Fund - Large Company	68,055,523	-	-	68,055,523
Mutual Fund - Small/Mid Company	24,227,697	-	-	24,227,697
Mutual Fund - International/Global	25,422,761	-	-	25,422,761
Mutual Fund - Government Bond	36,963,565	-	-	36,963,565
Mutual Fund - Balanced	37,534,983	-	-	37,534,983
Mutual Fund - Other	2,108,662	-	-	2,108,662
Money Market funds and cash	1,860,470	140,179	-	2,000,649
Other	396,718	-	-	396,718
Total investments at fair value	<u>\$ 230,465,840</u>	<u>\$ 140,179</u>	<u>\$ -</u>	<u>\$ 230,606,019</u>

Assets at Fair Value as of December 31, 2008				
	Level 1	Level 2	Level 3	Total
Common stocks	\$ 30,730,959	\$ -	\$ -	\$ 30,730,959
Mutual fund	149,257,167	-	-	149,257,167
Money Market funds and cash	1,353,167	134,763	-	1,487,930
Other	168,188	-	-	168,188
Total investments at fair value	<u>\$ 181,509,481</u>	<u>\$ 134,763</u>	<u>\$ -</u>	<u>\$ 181,644,244</u>

* Category includes investments in the following industries: basic materials, conglomerates, consumer goods, financial, healthcare, industrial goods, services, technology, communications and utilities.

Omnicare Employees' Savings and Investment Plan

Notes to Financial Statements

December 31, 2009 and 2008

6. Information Certified by the Trustee

The following is a summary of the Plan's financial information and data included in the Plan's financial statements and supplemental schedules which was certified by the Trustee as of December 31, 2009 and 2008 and for the years then ended as complete and accurate, in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

	<u>2009</u>	<u>2008</u>
Non-interest bearing cash	\$ 14,202	\$ 13,613
Investments, at fair value	229,064,482	181,644,244
Investment income		
Interest and dividends	5,488,609	5,279,883
Net appreciation (depreciation) in fair value of investments	24,899,767	(56,727,750)
Pending trades payable, net	1,541,537	-

In addition, the supplemental schedules of Assets Held and of Reportable Transactions were certified by the Trustee.

7. Termination of the Plan

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their Employer contributions.

8. Tax Status

The Internal Revenue Service has determined and informed the Company by letter dated November 25, 2008 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving this determination, however, the Plan Administrator believes the Plan is currently designed and is being operated in compliance with the IRC.

9. Related Party Transactions

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Certain administrative expenses for Trustee's fees are paid directly by the Company. During the years ended December 31, 2009 and 2008, the Plan entered into several transactions with the Company. These transactions included the purchase and sale of common stock, and were entered into in the ordinary course of business for the Plan. Certain Plan investments are managed by Charles Schwab Trust Company ("Charles Schwab"). Charles Schwab is the trustee as defined by the Plan and therefore, these transactions qualify as party-in-interest transactions.

Omnicare Employees' Savings and Investment Plan

Notes to Financial Statements

December 31, 2009 and 2008

10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2009 and 2008 to the 2009 Form 5500:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 228,625,932	\$ 182,374,644
Excess contributions payable	2,532,177	1,871,686
Net assets available for benefits per Form 5500	<u><u>\$ 231,158,109</u></u>	<u><u>\$ 184,246,330</u></u>

The following is a reconciliation of contributions from participants per the financial statement to Form 5500:

	<u>2009</u>
Contributions from participants per the financial statements	\$ 27,722,611
Excess contributions net at beginning of year	(1,871,686)
Excess contributions payable at end of year	2,532,177
Participant contributions per Form 5500	<u><u>\$ 28,383,102</u></u>

11. Subsequent Events

The Plan has evaluated subsequent events through October 12, 2010, the date the financial statements were available to be issued.

Omnicare Employees' Savings and Investment Plan
Schedule of Delinquent Participant Contributions
Form 5500 Schedule H, line 4(a)
For the Year Ended December 31, 2009

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included ☐	\$492,212	\$2,316,427*	\$ -	\$ -

* A portion of this amount was settled in March 2008.

Omnicare Employees' Savings and Investment Plan
Schedule of Assets (Held at End of Year)
Form 5500 Schedule H, line 4(i)
December 31, 2009

Issue, Borrower Lessor, or Similar Party	Description of Investment	Cost **	Current Value
* Omnicare, Inc.	Employer securities	\$ 1,770,093	\$ 1,663,173
* Omnicare, Inc.	Employer securities		30,182,745
Vanguard Index 500 Fund	Mutual Fund		38,014,140
Vanguard Windsor II Fund	Mutual Fund		30,041,383
Vanguard Extended Market Fund	Mutual Fund		24,227,697
Vanguard Wellington Fund	Mutual Fund		37,534,983
Vanguard International Value Fund	Mutual Fund		25,422,761
Vanguard Intermediate – Term U.S. Treasury Portfolio	Mutual Fund		18,532,516
Vanguard Short-Term Treasury Fund	Mutual Fund		18,431,049
* Charles Schwab Trust Company	PCRA Self-Directed Fund		6,069,053
Enbridge Energy LP	Partnership/joint venture interest		1,330
Kinder Morgan Energy LP	Partnership/joint venture interest		1,218
Oneok Partners LP	Partnership/joint venture interest		2,294
* Chemed Corporation	Employer securities	58,467	341,498
* Charles Schwab Trust Company	Stock Liquidity Fund		140,179
			<u>\$ 230,606,019</u>

* Represents a party-in-interest to the Plan.

** Historical cost of participant directed investments is a nonrequired disclosure and is therefore not applicable

Note: This schedule was prepared using data certified as to completeness and accuracy by Charles Schwab Trust Company.

OMNICARE INC EE SVGS & IVMT PLAN
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2009

EIN: 31-1001351
Plan Number: 001

Received by Charles Schwab Trust Company (EIN#42-1558009)

Fund Family/Provider	EIN	Formula
Schwab Funds	94-3106735	Rate of 0.25% of average daily balance of asset(s)

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Aberdeen Funds	51-0368279	Rate of 0.40% of average daily balance of asset(s)
Acadian Funds	04-2929221	Rate of 0.40% of average daily balance of asset(s)
Akre	54-1968332	Rate of 0.40% of average daily balance of asset(s)
Alger	13-2665689	Rate of 0.50% of average daily balance of asset(s)
Allianz Funds	33-0457728	Range of 0.35 - 0.40% of average daily balance of assets
American Beacon	75-2401150	Rate of 0.40% of average daily balance of asset(s)
American Century Investments	44-6006315	Range of 0.25 - 0.35% of average daily balance of assets
American Money Management	33-0838332	Rate of 0.40% of average daily balance of asset(s)
Artio Global	13-6174048	Rate of 0.40% of average daily balance of asset(s)
Artisan	39-1811840	Rate of 0.40% of average daily balance of asset(s)
Baron Capital Group	13-3122938	Rate of 0.40% of average daily balance of asset(s)
BlackRock	51-0318674	Rate of 0.50% of average daily balance of asset(s)
Buffalo	48-1069845	Rate of 0.40% of average daily balance of asset(s)
Cambiar Funds	84-0643524	Rate of 0.40% of average daily balance of asset(s)
Cohen & Steers	14-1904657	Rate of 0.40% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.40% of average daily balance of asset(s)
Conestoga Capital Advisors	23-3072906	Rate of 0.40% of average daily balance of asset(s)
Croft	52-1603329	Rate of 0.40% of average daily balance of asset(s)
Direxion Funds	13-4143904	Rate of 0.40% of average daily balance of asset(s)
Eaton Vance	04-2718215	Range of 0.40 - 0.45% of average daily balance of assets
FBR Mutual Funds	54-1637746	Rate of 0.40% of average daily balance of asset(s)
Federated	25-1111467	Range of 0.25 - 0.40% of average daily balance of assets
First American	41-1418224	Rate of 0.50% of average daily balance of asset(s)
First Eagle	13-3392291	Rate of 0.40% of average daily balance of asset(s)
Firsthand Funds	13-2620737	Rate of 0.40% of average daily balance of asset(s)
Gabelli	13-3340139	Range of 0.35 - 0.40% of average daily balance of assets
Harding Loevner	27-0684167	Rate of 0.40% of average daily balance of asset(s)
Hartford Mutual Funds	13-3317789	Rate of 0.40% of average daily balance of asset(s)
ICON Funds	75-2676133	Rate of 0.40% of average daily balance of asset(s)
Invesco Aim	76-0528004	Rate of 0.40% of average daily balance of asset(s)
Janus	43-1804048	Rate of 0.33% of average daily balance of asset(s)
Keeley	36-3160361	Rate of 0.40% of average daily balance of asset(s)
Kinetics	13-3878346	Rate of 0.40% of average daily balance of asset(s)
Laudus Funds	94-3106735	Rate of 0.40% of average daily balance of asset(s)
Lazard	20-4571006	Rate of 0.40% of average daily balance of asset(s)
Manning & Napier	16-0995736	Rate of 0.40% of average daily balance of asset(s)
Matthews Asia Funds	94-3250972	Rate of 0.40% of average daily balance of asset(s)
Metzler/Payden	95-4695230	Rate of 0.40% of average daily balance of asset(s)
Natixis Funds	04-3200027	Range of 0.35 - 0.60% of average daily balance of assets
Northern Funds	39-1777365	Rate of 0.40% of average daily balance of asset(s)
Oakmark	04-3276558	Rate of 0.35% of average daily balance of asset(s)
Oberweis	36-4106772	Rate of 0.40% of average daily balance of asset(s)
Pax World	02-0280580	Rate of 0.40% of average daily balance of asset(s)
Rainier	91-1457076	Rate of 0.40% of average daily balance of asset(s)
RidgeWorth	58-1604573	Rate of 0.15% of average daily balance of asset(s)
RiverSource	13-3180631	Rate of 0.40% of average daily balance of asset(s)
Royce	52-2343049	Rate of 0.40% of average daily balance of asset(s)
Rydex/SGI	48-0409770	Rate of 0.40% of average daily balance of asset(s)
Schroder	13-6877903	Rate of 0.40% of average daily balance of asset(s)
Schwab Funds	94-3106735	Range of 0.02 - 0.25% of average daily balance of assets
Scout	43-1270132	Rate of 0.40% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Rate of 0.01% of average daily balance of asset(s)
TCW	95-2749628	Rate of 0.40% of average daily balance of asset(s)
Third Avenue	01-0690900	Rate of 0.40% of average daily balance of asset(s)
Thornburg	85-0301299	Rate of 0.60% of average daily balance of asset(s)
Tocqueville	13-3549887	Rate of 0.40% of average daily balance of asset(s)
U.S. Global Investors	74-1619375	Rate of 0.40% of average daily balance of asset(s)
USA Mutuals	Not Available	Rate of 0.40% of average daily balance of asset(s)
Westcore	84-1284659	Rate of 0.30% of average daily balance of asset(s)
William Blair	36-2214610	Rate of 0.40% of average daily balance of asset(s)

Statement of Assets Held for Investment Purposes at End of Year

Name of plan sponsor: OMNICARE, INC.
 Name of plan: OMNICARE EMPLOYEES SAVINGS AND INVESTMENT PLAN
 EIN: 31 - 1001351
 PLAN NUMBER: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Schwab U S Treasury Money Fund	Money Market		129
*	Schwab Government Money Fund	Money Market		138,244
*	Schwab Money Market Fund	Money Market		1,806
*	Omnicare Stock	Employer Securities		31,845,918
*	Chemered Corporation Stock	Employer Securities		341,498
	PCRA	Self-Directed Brokerage Account		6,069,053
	Vanguard Extended Market	Registered Investment Company		24,227,697
	Vanguard Index 500	Registered Investment Company		38,014,140
	Vanguard Inter Term Treas Adm	Registered Investment Company		18,532,516
	Vanguard Internatl Value	Registered Investment Company		25,422,761
	Vanguard Short Term Treas Adm	Registered Investment Company		18,431,049
	Vanguard Wellington	Registered Investment Company		37,534,983
	Vanguard Windsor II Fund	Registered Investment Company		30,041,383
	Limited Partnerships	Limited Partnerships		4,842

Attachment to 2009 Form 5500
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Plan Name OMNICARE EMPLOYEES SAVINGS AND INVESTMENT PLAN

EIN: 31-1001351

Plan Sponsor's Name OMNICARE, INC.

PN: 001

Total that Constitute Nonexempt Prohibited Transactions				
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☐	492,212	2,316,427		