

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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</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>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1981</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>07/01/1981</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; include room or suite number (employer, if for a single-employer plan) <u>OMNICARE, INC.</u> <u>900 OMNICARE CENTER</u> <u>201 E. 4TH STREET</u> <u>CINCINNATI, OH 45202</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>31-1001351</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>513-719-2600</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>621498</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>31-1001351</u>		2c Sponsor's telephone number <u>513-719-2600</u>		2d Business code (see instructions) <u>621498</u>	
2b Employer Identification Number (EIN) <u>31-1001351</u>							
2c Sponsor's telephone number <u>513-719-2600</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	Filed with authorized/valid electronic signature. Signature of plan administrator	09/11/2014 Date	MARK GATES Enter name of individual signing as plan administrator
SIGN HERE	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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	15470
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	13333
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits		6c	3224
d Subtotal. Add lines 6a , 6b , and 6c		6d	16557
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	54
f Total. Add lines 6d and 6e		6f	16611
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	9032
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	375
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 3H 2F 2H 2J 2K 2E 2R 3I 2T 2P			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics 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	
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) ☐ 0 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
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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 Service Provider Information (see instructions)

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	574831	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	28880	Yes ☒ No ☐	Yes ☒ No ☐	48	Yes ☒ No ☐

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

CHARLES SCHWAB BANK

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?
25 49 50 52 59 62	NONE	105	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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)

(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 ☐

(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

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 D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan 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 <hr/> 2013 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>OMNICARE EMPLOYEES SAVINGS AND INVESTMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE 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	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2010 CL III</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>824550</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2015 CL III</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-006</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>943607</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2020 CL III</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-002</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1815031</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2025 CL III</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-007</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2549482</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2030 CL III</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-003</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2092648</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2035 CL III</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-008</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2331973</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SCHWAB MANAGED RET 2040 CL III</u>		
b Name of sponsor of entity listed in (a): <u>CHARLES SCHWAB BANK</u>		
c EIN-PN <u>81-0625169-004</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1454352</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2045 CL III**b** Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN 81-0625169-009	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1766194
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a Name of MTIA, CCT, PSA, or 103-12 IE: SCHWAB MANAGED RET 2050 CL III**b** Name of sponsor of entity listed in (a): CHARLES SCHWAB BANK

c EIN-PN 81-0625169-010	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1946070
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</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	36682	10787
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	9304753	12557
(2) Participant contributions.....	1b(2)	2451	42660
(3) Other.....	1b(3)	182039	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	1780055	6132029
(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)		
(5) Partnership/joint venture interests	1c(5)	5289	0
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	3169097	4454046
(9) Value of interest in common/collective trusts	1c(9)	6033178	15723907
(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)	257911543	321238183
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	9873264	10599874

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	45406833	64521400
(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	333705184	422735443

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	3607227	3531587
k Total liabilities (add all amounts in lines 1g through 1j)	1k	3607227	3531587

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	330097957	419203856
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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)	10559423	
(B) Participants	2a(1)(B)	32457466	
(C) Others (including rollovers)	2a(1)(C)	2691277	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		45708166

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	878129	
(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)	152151	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1030280

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	-176640	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	11079071	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		10902431

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	9860410	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	7651652	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		2208758

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	25613983	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		25613983

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1999472
(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)		45337618
c Other income	2c		1149357
d Total income. Add all income amounts in column (b) and enter total	2d		133950065

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	40702605	
(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)		40702605
f Corrective distributions (see instructions)	2f		3565252
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)	1118	
(4) Other	2i(4)	574881	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		575999
j Total expenses. Add all expense amounts in column (b) and enter total	2j		44843856

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		89106209
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		310

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: PLANTE & MORAN, PLLC

(2) EIN: 38-1357951

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.)

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.)

	Yes	No	Amount
4a	X		533643
4b		X	

	Yes	No	Amount
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.)		X	
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.)		X	
e Was this plan covered by a fidelity bond?	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
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?		X	
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?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
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.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
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)
THEOREM CLINICAL RESEARCH 401(K) SAVINGS PLAN	52-1670189	001

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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 (include any prior year accumulated funding deficiency not waived).....	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 or other authority 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
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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. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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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.
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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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Omnicare Employees' Savings and Investment Plan

**Financial Report
December 31, 2013**

Omnicare Employees' Savings and Investment Plan

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Independent Auditor's Report

To the Plan Administrator
Omnicare Employees' Savings and
Investment Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Omnicare Employees' Savings and Investment Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2013 and 2012 and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Charles Schwab Bank (the "Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2013 and 2012 and for the year ended December 31, 2013 that the information provided to the plan administrator by the Trustee is complete and accurate.

To the Plan Administrator
Omnicare Employees' Savings and
Investment Plan

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of assets held at end of year as of December 31, 2013 and delinquent participant contributions for the year ended December 31, 2013 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental 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 ERISA.

Plante & Morse, PLLC

Cincinnati, Ohio
August 5, 2014

Omnicare Employees' Savings and Investment Plan

Statement of Net Assets Available for Benefits

	December 31, 2013	December 31, 2012
Assets		
Participant-directed investments:		
Money market funds	\$ 6,132,029	\$ 1,780,055
Mutual funds	321,238,183	257,911,544
Common collective trust funds	15,723,907	6,033,177
Company stock	64,521,400	45,406,833
Self-directed brokerage account investments	10,599,874	9,878,553
Total participant-directed investments	418,215,393	321,010,162
Contributions receivable:		
Employee	42,660	2,451
Employer	12,557	9,304,753
Total contributions receivable	55,217	9,307,204
Participant notes receivable	4,444,399	3,169,097
Accrued income	9,647	5,399
Accrued interest and dividends	-	176,640
Cash	10,787	36,682
Total assets	422,735,443	333,705,184
Liabilities - Excess contributions payable	3,531,587	3,607,227
Net Assets Available for Benefits	\$ 419,203,856	\$ 330,097,957

Omnicare Employees' Savings and Investment Plan

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2013

Additions to Net Assets

Contributions:

Employee	\$ 32,457,466
Employer	10,559,423
Rollovers	<u>2,691,277</u>

Total contributions 45,708,166

Investment income:

Interest and dividends 11,780,560

Net realized and unrealized gains on investments:

Mutual funds	45,337,618
Common collective trust funds	1,999,472
Company stock	27,822,741
Self-directed brokerage account investments	<u>1,149,357</u>

Net realized and unrealized gains 76,309,188

Interest from participant notes receivable 152,151

Total additions 133,950,065

Deductions from Net Assets

Benefits paid directly to participants or beneficiaries	44,267,857
Administrative expenses	<u>575,999</u>

Total deductions 44,843,856

Net Increase Before Other Changes 89,106,209

Transfers Out (310)

Net Increase 89,105,899

Net Assets Available for Benefits

Beginning of year 330,097,957

End of year \$ 419,203,856

Omnicare Employees' Savings and Investment Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Plan Description

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

General - The Plan is a defined contribution plan covering all full-time employees of Omnicare, Inc. (the "Company"). The Plan was amended effective January 1, 2013 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was restated on January 1, 2013. On December 31, 2012, the Omnicare Employee Stock Ownership Plan (the "ESOP") merged into this Plan.

Contributions - The Plan provides that participants may contribute up to 75 percent of their base compensation, as defined by the Plan. Employee contributions are subject to the limitations set forth 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. In addition, participants may direct contributions to self-directed brokerage accounts (the Personal Choice Retirement Accounts (PCRA)).

The Company matches participant contributions in accordance with the plan agreement. As of January 1, 2012, participants are allowed to diversify their Omnicare common stock investment immediately. Prior to the amendment, participants were allowed to diversify their Omnicare common stock investment after three years of service, based on the participant's age. Additionally, beginning January 1, 2013, the Company switched from an annual matching contribution to a matching contribution made in conjunction with the employee contribution made each payroll. 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 2013.

Certain participant contributions prior to 2013 were paid after the timeframe required by the Department of Labor. The Company remitted these contributions during 2013 and remitted related lost earnings to the Plan in 2013. Certain participant contributions in 2013 were paid after the timeframe required by the Department of Labor. The Company remitted these contributions during 2014 and remitted related lost earnings to the Plan in 2014.

Participant Accounts - Employee contributions are made through regular payroll deductions and paid into the Plan on a biweekly basis. Each participant's account is credited with the participant's contribution and allocations of the Company's contributions and plan earnings and charged with an allocation of administrative expenses. Allocations are based on participants' account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Omnicare Employees' Savings and Investment Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 1 - Plan Description (Continued)

Participant Notes Receivable - Participants may borrow from their accounts subject to certain maximum and minimum amounts as prescribed in the Plan and in the Internal Revenue Code. Notes receivable are collateralized by the participant's account balance and bear interest at a market rate.

Benefit Payments - Distributions are payable upon retirement, death, disability, or termination of employment in the form of a lump-sum amount or annuity equal to the vested balance of a participant's account.

Vesting - Participants are immediately 100 percent vested in employee salary and rollover contributions and any income or loss thereon. Vesting in the Company's contribution portion of their accounts, plus actual earnings thereon, is based on years of service. Participants vest in contributions made by the Company 20 percent after one year of service and another 20 percent per year thereafter until they become fully vested after five years of service. Participants with accounts merged in as part of the ESOP vested in contributions made by the Company 20 percent after three years of service and an additional 20 percent after each additional year of service, until they became fully vested after seven years of service. On January 1, 2013, the Plan was amended so that all participants vest in contributions made by the Company 20 percent after one year of service and another 20 percent per year thereafter until they become fully vested after five years of service.

Forfeitures - If a participant is not fully vested on his or her termination date, the nonvested amount of the account is forfeited. Forfeitures are used to reduce future Company contributions. At December 31, 2013 and 2012, forfeited account balances totaled \$163,672 and \$318,379, respectively.

Party-in-interest Transactions - Certain plan assets are in investment funds managed by Charles Schwab Bank or its affiliates. Charles Schwab Bank is the trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines. Certain plan assets are in investments in the Company's stock. The Company is the sponsor of the Plan and, therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

Termination - While 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 set forth in the plan document and ERISA. Upon termination of the Plan, participants become 100 percent vested in their account balances.

Omnicare Employees' Savings and Investment Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 2 - Summary of Significant Accounting Policies

Investment Valuation and Income Recognition - Investments held by the Plan are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for further discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date.

Benefit Payments - Benefits are recorded when paid.

Administrative Expenses - Various administrative costs are paid by the Plan. Other administrative costs are paid by the Company on behalf of the Plan.

Participant Notes Receivable - Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Excess Contributions Payable - Excess contributions payable represent amounts received from participants in excess of the IRS deferral limitations in 2013 that have been refunded to those participants in 2014.

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 assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties - The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including August 5, 2014, which is the date the financial statements were available to be issued.

Note 3 - Unaudited Information

Charles Schwab Bank (the "Trustee") holds the Plan's investments and participant notes receivable and executes all related transactions. The investment and participant notes receivable balances and related income and losses included in the accompanying financial statements and supplemental schedule of assets held at end of year are based solely on information provided by the Trustee.

Omnicare Employees' Savings and Investment Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 3 - Unaudited Information (Continued)

Significant investments included in end of year net assets are as follows:

	2013	2012
Mutual funds:		
Vanguard Institutional Index	\$ 71,594,677	\$ 52,484,517
Vanguard Short Term Treas Adm	20,227,451	21,756,374
Vanguard Wellington Admiral Sh	60,964,248	50,598,474
BlackRock Equity Dividend CL I	50,861,572	40,192,856
Europacific Growth R5	37,600,529	28,596,389
Lord Abbett Value Oppty I	39,828,484	28,671,627
PIMCO Total Return Fund	24,331,146	28,139,813
Company stock - Omnicare, Inc. - 1,068,943 and 1,257,807 shares as of December 31, 2013 and 2012, respectively	64,521,400	45,406,833

Note 4 - Tax Status

The Plan is a prototype plan. The prototype plan has received a favorable opinion letter from the Internal Revenue Service (IRS) that the Plan, as designed, is qualified for federal income tax-exempt status. The Plan has not individually sought its own determination letter.

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2010.

Note 5 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2013 and 2012.

Level 1 - Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in markets that are not active, and inputs other than quoted prices that are observable for the asset.

Omnicare Employees' Savings and Investment Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 5 - Fair Value Measurements (Continued)

Level 3 - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

The following valuation methodologies have been used to value the Plan's investments:

Mutual Funds - Mutual funds are valued at closing quoted prices reported in active markets.

Company Stock - Company stock is valued at its closing quoted price reported in active markets.

Money Market Funds - Money market funds are valued at closing quoted prices reported in active markets.

Common Collective Trust Funds - The common collective trust funds are valued at net asset value per share (or its equivalent) of the funds, which is based on the fair value of the funds' underlying net assets.

Self-directed Brokerage Accounts - The Plan allows participants to invest in self-directed brokerage accounts. The self-directed brokerage accounts include various investments in publicly traded securities which are valued at the closing quoted prices reported in active markets.

The methods 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.

Omnicare Employees' Savings and Investment Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 5 - Fair Value Measurements (Continued)

Assets Measured at Fair Value on a Recurring Basis at December 31, 2013

	Level 1	Level 2	Level 3	Balance at December 31, 2013
Mutual funds:				
Large company equity investments	\$ 131,050,886	\$ -	\$ -	\$ 131,050,886
Small/Mid company equity investments	44,740,381	-	-	44,740,381
International equity investments	37,600,529	-	-	37,600,529
Government bond investments	22,550,993	-	-	22,550,993
Balanced investments	60,964,248	-	-	60,964,248
Bond investments	24,331,146	-	-	24,331,146
Self-directed brokerage account investments	1,953,950	-	-	1,953,950
Common stock:				
Company stock - Omnicare, Inc.	64,521,400	-	-	64,521,400
Self-directed brokerage account investments	3,922,969	-	-	3,922,969
Money market funds:				
Short-term investments	6,132,029	-	-	6,132,029
Self-directed brokerage account investments	3,734,856	-	-	3,734,856
Self-directed brokerage account investments - Other	988,099	-	-	988,099
Common collective trusts - Retirement-year based investments (1)	-	15,723,907	-	15,723,907
Total	<u>\$ 402,491,486</u>	<u>\$ 15,723,907</u>	<u>\$ -</u>	<u>\$ 418,215,393</u>

Omnicare Employees' Savings and Investment Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 5 - Fair Value Measurements (Continued)

Assets Measured at Fair Value on a Recurring Basis at December 31, 2012

	Level 1	Level 2	Level 3	Balance at December 31, 2012
Mutual funds:				
Large company equity investments	\$ 96,177,353	\$ -	\$ -	\$ 96,177,353
Small/Mid company equity investments	30,494,701	-	-	30,494,701
International equity investments	28,596,389	-	-	28,596,389
Government bond investments	23,904,814	-	-	23,904,814
Balanced investments	50,598,474	-	-	50,598,474
Bond investments	28,139,813	-	-	28,139,813
Self-directed brokerage account investments	2,258,294	-	-	2,258,294
Common stock:				
Company stock - Omnicare, Inc.	45,406,833	-	-	45,406,833
Self-directed brokerage account investments	3,419,304	-	-	3,419,304
Money market funds:				
Short-term investments	1,780,055	-	-	1,780,055
Self-directed brokerage account investments	3,201,640	-	-	3,201,640
Self-directed brokerage account investments - Limited partnerships	5,289	-	-	5,289
Self-directed brokerage account investments - Other	994,026	-	-	994,026
Common collective trusts - Retirement-year based investments (1)	-	6,033,177	-	6,033,177
Total	\$ 314,976,985	\$ 6,033,177	\$ -	\$ 321,010,162

(1) This class represents investments in an actively managed common collective trust fund that invests primarily in equity and fixed income which may include corporate bonds and both U.S. and non-U.S. municipal securities. There were no unfunded commitments or redemption restrictions.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer. There were no significant transfers between the levels of the fair value hierarchy during 2013.

Omnicare Employees' Savings and Investment Plan

Notes to Financial Statements December 31, 2013 and 2012

Note 5 - Fair Value Measurements (Continued)

The Plan also holds other assets and liabilities not measured at fair value on a recurring basis, including employer contributions receivable, participant notes receivable, cash, accrued income, and accrued liabilities. The fair value of these assets and liabilities approximates the carrying amounts in the accompanying financial statements due to either the short maturity of the instruments or the use of interest rates that approximate market rates for instruments of similar maturity.

Omnicare Employees' Savings and Investment Plan

Schedule of Assets Held at End of Year

Form 5500, Schedule H, Line 4i

EIN 31-1001351, Plan No. 001

December 31, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
Mutual funds:			
Vanguard	Vanguard Institutional Index	*	\$ 71,594,677
Vanguard	Vanguard Short Term Treas Adm	*	20,227,451
Vanguard	Vanguard Wellington Admiral Sh	*	60,964,248
BlackRock	BlackRock Equity Dividend CL I	*	50,861,572
BlackRock	BlackRock Inflt Prot Bd Instl	*	2,323,542
Columbia	Columbia Small Cap Core Z	*	4,911,897
American Funds	Europacific Growth R5	*	37,600,529
Fidelity	Fidelity Contra Fund	*	8,594,637
Lord Abbett	Lord Abbett Value Oppty I	*	39,828,484
PIMCO	PIMCO Total Return Fund	*	24,331,146
Common collective trust funds:			
** Charles Schwab Bank	Schwab Managed Ret 2010 CL III	*	824,549
** Charles Schwab Bank	Schwab Managed Ret 2015 CL III	*	943,607
** Charles Schwab Bank	Schwab Managed Ret 2020 CL III	*	1,815,031
** Charles Schwab Bank	Schwab Managed Ret 2025 CL III	*	2,549,483
** Charles Schwab Bank	Schwab Managed Ret 2030 CL III	*	2,092,648
** Charles Schwab Bank	Schwab Managed Ret 2035 CL III	*	2,331,973
** Charles Schwab Bank	Schwab Managed Ret 2040 CL III	*	1,454,352
** Charles Schwab Bank	Schwab Managed Ret 2045 CL III	*	1,766,194
** Charles Schwab Bank	Schwab Managed Ret 2050 CL III	*	1,946,070
** Omnicare	Company stock - Omnicare, Inc.	*	64,521,400
Money market funds:			
** Charles Schwab Bank	Schwab Value Adv Inst Prime Sh	*	5,916,011
** Charles Schwab Bank	Schwab Money Market Fund	*	216,018
** Charles Schwab Bank	Self-directed brokerage account investments	*	10,599,874
** Participants	Participant notes receivable with interest rates at 4.25%	-	4,444,399
Total			\$ 422,659,792

* Cost information not required

** Denotes party-in-interest

Omnicare Employees' Savings and Investment Plan

Schedule of Delinquent Participant Contributions Form 5500, Schedule H, Line 4a EIN 31-1001351, Plan No. 001 Year Ended December 31, 2013

Participant Contributions Transferred Late to the Plan	Total That Constitutes Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check Here if Late Participant Loan Repayments are Included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
☐	\$ 41,431	\$ -	\$ -	\$ -
☐	-	492,212	-	-

Omnicare, Inc. Employees' Savings and Investment Plan
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2013

EIN: 31-1001351

Plan Number: 001

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

Fund Family/Provider	EIN	Formula
Allianz Funds	33-0457728	Rate of 0.02% of average daily balance of asset(s)
American Funds	95-1411037	Rate of 0.05% of average daily balance of asset(s)
BlackRock	04-6171663	Range of 0.15 - 0.25% of average daily balance of assets
Columbia	93-0577450	Rate of 0.40% of average daily balance of asset(s)
Fidelity Investments	06-1194217	Rate of 0.25% of average daily balance of asset(s)
Lord Abbett	13-3731507	Rate of 0.10% of average daily balance of asset(s)
Schwab Funds	94-3106735	Rate of 0.02% of average daily balance of asset(s)

Received by Charles Schwab Bank (EIN#42-1558009)

Fund Family/Provider	EIN	Formula
Schwab Funds	94-3106735	Range of 0.09 - 0.25% of average daily balance of assets

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

Fund Family/Provider	EIN	Formula
Acadian Funds	04-2714625	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)
Allianz Funds	33-0457728	Range of 0.02 - 0.40% of average daily balance of assets
Amana	35-6447892	Rate of 0.40% of average daily balance of asset(s)
American Beacon	75-2401150	Rate of 0.40% of average daily balance of asset(s)
American Century Investments	43-0821857	Rate of 0.35% of average daily balance of asset(s)
Ariel Investments, LLC	02-0712418	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)
Baird	39-6037917	Rate of 0.27% of average daily balance of asset(s)
Baron Capital Group	13-3122938	Rate of 0.40% of average daily balance of asset(s)
BlackRock	04-6171663	Range of 0.40 - 0.50% of average daily balance of assets
Brown Advisory Funds	52-1952888	Rate of 0.40% of average daily balance of asset(s)
Buffalo	48-1069845	Rate of 0.40% of average daily balance of asset(s)
Calamos	36-3316238	Rate of 0.40% of average daily balance of asset(s)
Clipper Fund	65-3893011	Rate of 0.46% of average daily balance of asset(s)
Columbia	93-0577450	Range of 0.40 - 0.50% of average daily balance of assets
DoubleLine	Not Available	Rate of 0.36% of average daily balance of asset(s)
Dreyfus	13-2614959	Rate of 0.48% of average daily balance of asset(s)
Driehaus	20-3634295	Rate of 0.40% of average daily balance of asset(s)
First Eagle	13-3392291	Rate of 0.40% of average daily balance of asset(s)
FMI Funds	39-1861095	Rate of 0.45% of average daily balance of asset(s)
Gabelli	13-3340139	Rate of 0.35% of average daily balance of asset(s)
Harbor	04-2679462	Rate of 0.43% of average daily balance of asset(s)
Harding Loevner	Not Available	Rate of 0.40% of average daily balance of asset(s)
Hennessy	68-0377264	Rate of 0.40% of average daily balance of asset(s)
Huber Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
ING Funds	95-4516049	Rate of 0.30% of average daily balance of asset(s)
Invesco	58-2287224	Rate of 0.40% of average daily balance of asset(s)
Janus	43-1804048	Rate of 0.35% of average daily balance of asset(s)
Jensen	93-0978027	Rate of 0.40% of average daily balance of asset(s)
JPMorgan	13-2624428	Rate of 0.50% of average daily balance of asset(s)
Laudus Funds	94-3106735	Rate of 0.10% of average daily balance of asset(s)
Legg Mason	52-1200960	Rate of 0.40% of average daily balance of asset(s)
Managers Funds	06-1298481	Range of 0.40 - 0.50% of average daily balance of assets

Manning & Napier	16-0995736	Rate of 0.40% of average daily balance of asset(s)
Matthews Asia Funds	94-3250972	Range of 0.33 - 0.40% of average daily balance of assets
Metropolitan West Funds	95-4597302	Rate of 0.35% of average daily balance of asset(s)
Natixis Funds	04-3200027	Rate of 0.06% of average daily balance of asset(s)
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)
OppenheimerFunds	13-2527171	Range of 0.40 - 0.50% of average daily balance of assets
Osterweis	94-2871718	Rate of 0.06% of average daily balance of asset(s)
Pacific Financial	91-1257006	Rate of 0.25% of average daily balance of asset(s)
Parnassus	94-6579180	Rate of 0.40% of average daily balance of asset(s)
Permanent Portfolio	94-2788165	Rate of 0.38% of average daily balance of asset(s)
RidgeWorth	58-1604573	Range of 0.20 - 0.35% of average daily balance of assets
Royce	52-2343049	Range of 0.08 - 0.45% of average daily balance of assets
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)
Sound Mind	Not Available	Rate of 0.10% of average daily balance of asset(s)
Sterling Capital Funds	56-1368984	Rate of 0.40% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Range of 0.04 - 0.40% of average daily balance of assets
TCW	95-2749628	Range of 0.06 - 0.40% of average daily balance of assets
Third Avenue	01-0690900	Rate of 0.40% of average daily balance of asset(s)
Thompson IM Funds, Inc.	39-1484755	Rate of 0.25% of average daily balance of asset(s)
TIAA-CREF Mutual Funds	13-1624203	Range of 0.10 - 0.39% of average daily balance of assets
Tocqueville	13-3549887	Rate of 0.40% of average daily balance of asset(s)
Touchstone	31-0487145	Rate of 0.40% of average daily balance of asset(s)
Van Eck	13-3210061	Rate of 0.40% of average daily balance of asset(s)
Virtus	95-4191764	Rate of 0.50% of average daily balance of asset(s)
Vulcan Value Partners	Not Available	Rate of 0.40% of average daily balance of asset(s)
Wasatch	87-0319391	Rate of 0.40% of average daily balance of asset(s)
Wells Fargo Advantage	41-0449260	Rate of 0.55% of average daily balance of asset(s)

Schedule H, Line 4a
Schedule of Delinquent Participant Contributions

Name of Plan: OMNICARE EMPLOYEES' SAVINGS AND INVESTMENT PLAN

► OMNNICARE, INC.

Employer Identification No.: ► 31-1001351

Plan year (beginning/ending): ► 1/01/2013 - 12/31/2013 Plan number: ► 001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: X	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	41,431	492,212	0	0

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

NAME OF PLAN SPONSOR:	Omnicare, Inc.
NAME OF PLAN:	Omnicare, Inc. Employees Savings and Investment Plan and Employee Stock Ownership
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
*	PARTICIPANT LOANS	Loans (4.25% - 4.25%)		4,454,046
*	SCHWAB VALUE ADV INST PRIME SH	Money Market / Cash Equivalent		5,916,011
*	SCHWAB MONEY MARKET FUND	Money Market / Cash Equivalent		216,018
*	OMNICARE DIVERSIFIABLE STOCK	Employer Securities		64,521,400
*	SCHWAB MANAGED RET 2010 CL III	Common Collective Trust Fund		824,550
*	SCHWAB MANAGED RET 2015 CL III	Common Collective Trust Fund		943,607
*	SCHWAB MANAGED RET 2020 CL III	Common Collective Trust Fund		1,815,031
*	SCHWAB MANAGED RET 2025 CL III	Common Collective Trust Fund		2,549,482
*	SCHWAB MANAGED RET 2030 CL III	Common Collective Trust Fund		2,092,648
*	SCHWAB MANAGED RET 2035 CL III	Common Collective Trust Fund		2,331,973
*	SCHWAB MANAGED RET 2040 CL III	Common Collective Trust Fund		1,454,352
*	SCHWAB MANAGED RET 2045 CL III	Common Collective Trust Fund		1,766,194
*	SCHWAB MANAGED RET 2050 CL III	Common Collective Trust Fund		1,946,070
	PCRA	Self-Directed Brokerage Account		10,599,874
	BLACKROCK EQUITY DIVIDEND CL I	Registered Investment Company		50,861,572
	BLACKROCK INFLT PROT BD INSTL	Registered Investment Company		2,323,542
	COLUMBIA SMALL CAP CORE Z	Registered Investment Company		4,911,897
	EUROPACIFIC GROWTH R5	Registered Investment Company		37,600,530
	FIDELITY CONTRA FUND	Registered Investment Company		8,594,637
	LORD ABBETT VALUE OPPTY I	Registered Investment Company		39,828,484
	PIMCO TOTAL RETURN FUND	Registered Investment Company		24,331,146
	VANGUARD INSTITUTIONAL INDEX	Registered Investment Company		71,594,676
	VANGUARD SHORT TERM TREAS ADM	Registered Investment Company		20,227,451
	VANGUARD WELLINGTON ADMIRAL SH	Registered Investment Company		60,964,248
*	CASH	Cash		10,787

* Party in interest