CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed November 12, 2025

United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re:	)	Chapter 11
OMNICARE, LLC, *et al.*,[1]	)	Case No. 25-80486 (SGJ)
Debtors.	)	(Jointly Administered)
	)	Relates to Docket No. 164

ORDER (I) AUTHORIZING THE DEBTORS TO IMPLEMENT A KEY EMPLOYEE RETENTION PLAN AND (II) GRANTING RELATED RELIEF

[1] The last four digits of Omnicare, LLC's federal tax identification number are 1351. There are 111 Debtors in these chapter 11 cases, which are being jointly administered for procedural purposes only. A complete list of the Debtors and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors' claims and noticing agent at https://cases.stretto.com/Omnicare. The location of Omnicare, LLC's corporate headquarters and the Debtors' service address is One CVS Drive, Mail Code 1160, Woonsocket, RI 02895.

Upon the motion (the "**Motion**")[2] of the Debtors for entry of an order (the "**Order**") (i) authorizing, but not directing, the Debtors, in their sole discretion, to implement the Debtors' proposed key employee retention plan and (ii) granting related relief, all as more fully set forth in the Motion and the Cumberland and Frank Declarations; and this Court having reviewed the Motion; and upon consideration of the Motion and the Cumberland and Frank Declarations; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Order of Reference of Bankruptcy Cases and Proceedings Nunc Pro Tunc* dated August 3, 1984, entered by the United States District Court for the Northern District of Texas; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of these Chapter 11 Cases and this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having determined that the legal and factual bases set forth in the Motion and the Cumberland and Frank Declarations establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation, and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT**:**

1. The Motion is granted as set forth herein.

2. The KERP, as described in the Motion and totaling approximately $2,300,000, is hereby approved in its entirety, and the Debtors are authorized to implement the KERP on the

[2] Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

terms set forth in the Motion; *provided, however,* that paragraph 13(b) of the Motion, addressing the timing of the KERP, is stricken and replaced in its entirety as follows:

> b. Timing. KERP Payments will be made within thirty (30) days of the earlier of (a) June 30, 2026 (or, to the extent that the June 30, 2026 Maturity Date that is provided for in subsection (a) of the definition of "Maturity Date" in the DIP Credit Agreement, is extended to a later date, such extended date), (b) the Debtors' emergence from these Chapter 11 Cases; or (c) closing of a sale of all or substantially all the Debtors' assets (whether through one or a series of sales) ((a), (b), or (c) being the "Retention Period").

3. Notwithstanding anything to the contrary herein or in the Motion, the Debtors shall obtain the prior written consent of DIP Lenders and the Official Committee of Unsecured Creditors (the "**Committee**") before (i) materially modifying, (ii) expanding, or (iii) otherwise altering the terms or scope of the KERP beyond what is set forth in this Order or the Motion.

4. The Debtors are authorized, but not directed, to take all actions as may be necessary, desirable, or appropriate to effect, implement, and/or consummate the KERP, including, without limitation, making any payments that may become due pursuant to the terms thereof, without further application or order of this Court.

5. All amounts earned and payable under the KERP shall have administrative expense priority under sections 503(b) and 507(a)(2) of the Bankruptcy Code for all purposes in these Chapter 11 Cases and in any other case under the Bankruptcy Code to which these Chapter 11 Cases may be converted; *provided, however*, that the Committee's rights are reserved to challenge the methodology by which costs are allocated as between the Debtors and non-Debtor affiliates, and to object to any claims that may be asserted by any non-Debtor affiliate against any Debtor.

6. The Debtors shall provide the advisors to the Committee with a monthly report, in a form mutually acceptable to the Debtors and the Committee, reflecting awards made under the KERP, including reallocations of awards (if any) between former and current KERP participants.

However, no report will be required unless awards or reallocations of awards are made during the relevant period.

7. All KERP Participants who receive a KERP Payment or other related amounts in connection with this Order shall be deemed to have waived any payments from the Debtors' Management Incentive Plan for 2026.

8. No KERP Payment shall be made to any individual who is an "insider" of the Debtors, as such term is defined in section 101(31) of the Bankruptcy Code.

9. Notwithstanding the relief granted herein or any action taken hereunder, nothing contained in this Order shall create any rights in favor of, or enhance the status of, any claim held by any employee or other person or entity.

10. Notwithstanding any provision in the Bankruptcy Rules to the contrary: (i) this Order shall be immediately effective and enforceable upon its entry; (ii) the Debtors are not subject to any stay in the implementation, enforcement, or realization of the relief granted in this Order; and (iii) the Debtors are authorized and empowered, and may in their discretion and without further delay, take any action necessary or appropriate to implement this Order.

11. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

12. Notice of the Motion satisfies the requirements of Bankruptcy Rule 6004(a) and the local rules for the Bankruptcy Court for the Northern District of Texas are satisfied by such notice.

13. This Court retains exclusive jurisdiction and power with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

 # # # End of Order # # #

Order Submitted by:

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