JENNER & BLOCK LLP
Vincent E. Lazar (admitted *pro hac vice*)
Derek L. Wright (admitted *pro hac vice*)
Angela M. Allen (admitted *pro hac vice*)
353 N. Clark Street
Chicago, IL 60654
Telephone: (312) 222-9350
Facsimile: (312) 527-0484
Email: vlazar@jenner.com
dwright@jenner.com
aallen@jenner.com

HAYNES AND BOONE, LLP
Charles A. Beckham, Jr. (TX #02016600)
Ian T. Peck (TX #24013306)
Martha Wyrick (TX #24101606)
2801 N. Harwood Street, Ste. 2300
Dallas, TX 75201
Telephone: (214) 651-5000
Facsimile: (214) 651-5940
Email: charles.beckham@haynesboone.com
ian.peck@haynesboone.com
martha.wyrick@haynesboone.com

Counsel for the Debtors and Debtors in Possession

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)
	)	[Related to Docket No. 556]

DEBTORS' SECOND MOTION FOR ENTRY OF AN ORDER (I) EXTENDING THE EXCLUSIVE PERIODS WITHIN WHICH TO FILE A CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES THEREOF AND (II) GRANTING RELATED RELIEF

If you object to the relief requested, you must respond in writing. Unless otherwise directed by the Court, you must file your response electronically at https://ecf.txnb.uscourts.gov/ within twenty-four (24) days from the date this motion was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk and filed on the docket no more than twenty-four (24) days after the date this motion was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

[1] The last four digits of Omnicare, LLC's federal tax identification number are 1351. There are 110 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.

Omnicare, LLC ("**Omnicare**") and certain of its affiliates (collectively, the "**Debtors**") respectfully represent as follows in support of this motion (the "**Motion**"):

Relief Requested

1. The Debtors' Chapter 11 cases are at a critical stage. The Debtors are fully engaged in a complex, going-concern sale process and recently selected a stalking horse bidder for their business. At the same time, the Debtors are negotiating with key stakeholders concerning a potential plan. The Debtors need additional time to facilitate their sale process and continue negotiating a potential plan without the risk of a third-party filing a competing plan.

2. Accordingly, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the "**Proposed Order**"), granting further extensions of the Debtors' exclusive periods to file a chapter 11 plan (the "**Exclusive Filing Period**") and to solicit votes thereon (the "**Exclusive Solicitation Period**" and, together with the Exclusive Filing Period, the "**Exclusive Periods**"), currently set to expire on April 20, 2026 and June 19, 2026, respectively, by 90 days through and including Monday, July 20, 2026 and Thursday, September 17, 2026.[2] The Debtors request that such extensions be approved without prejudice to the rights of the Debtors to seek further extensions of the Exclusive Periods.[3]

3. Allowing other parties to propose and file competing plans at this juncture in the Chapter 11 Cases would be premature. It would be detrimental to the Debtors' ongoing sale efforts and the development of a chapter 11 plan that is in the best interests of all stakeholders. In support

[2] With respect to the Exclusive Filing Period, 90 days from April 20, 2026 is Sunday, July 19, 2026. If the Court grants this Motion, the new deadline would be automatically continued to the following Monday pursuant to Bankruptcy Rule 9006. Accordingly, the Debtors request Monday, July 20, 2026 as the extended Exclusive Filing Period. With respect to the Exclusive Solicitation Period, Thursday, September 17, 2026 is 90 days after June 19, 2026.

[3] On February 12, 2026, the Court entered the First Exclusivity Extension Order (defined below), initially extending the Exclusive Filing Period to April 20, 2026 and the Exclusive Solicitation Period to June 19, 2026. *See* Docket No. 556.

of this Motion, the Debtors submit the *Declaration of Paul Rundell in Support of Debtors' Second Motion for Entry of an Order (I) Extending the Exclusive Periods Within Which to File a Chapter 11 Plan and Solicit Acceptances Thereof and (II) Granting Related Relief* (the "**Declaration**"), attached hereto as **Exhibit B**.

Jurisdiction and Statutory Bases for Relief

4. The United States District Court for the Northern District of Texas (the "**District Court**") has jurisdiction over the subject matter of this Motion pursuant to 28 U.S.C. § 1334. The District Court's jurisdiction has been referred to this Court pursuant to 28 U.S.C. § 157 and the District Court's Miscellaneous Order No. 33, *Order of Reference of Bankruptcy Cases and Proceedings Nunc Pro Tunc* dated August 3, 1984. This is a core matter pursuant to 28 U.S.C. § 157(b), which may be heard and finally determined by this Court. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The statutory bases for the relief requested herein are sections 105 and 1121(d) of title 11 of the United States Code; 11 U.S.C. §§ 101-1532 (as amended, the "**Bankruptcy Code**") and the *Procedures for Complex Cases in the Northern District of Texas* (the "**Complex Case Procedures**").[4]

6. The Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

[4] Section N of the Complex Case Procedures provides that, "[u]nless otherwise provided in the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, or Court order, if a motion is filed that complies with the Local Bankruptcy Rules to extend the time to take any action before the expiration of the period prescribed by the Bankruptcy Code, the Bankruptcy Rules, or the Local Bankruptcy Rules, the time for taking the action is automatically extended until the Court rules on the motion. An automatic extension under this rule does not require the issuance or entry of an order extending the time."

Background

A. The Chapter 11 Cases

7. On September 22, 2025 (the "**Petition Date**"), the Debtors commenced these cases (the "**Chapter 11 Cases**") by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

8. On October 16, 2025, the U.S. Trustee appointed the Official Committee of Unsecured Creditors (the "**Committee**").

B. The First Exclusivity Extension

9. On February 12, 2026, the Court entered the *Order Extending the Exclusive Periods Within Which to File a Chapter 11 Plan and Solicit Acceptances Thereof*, extending the (i) Exclusive Filing Period from January 20, 2026 through and including April 20, 2026 and (ii) Exclusive Solicitation Period from March 21, 2026 through and including June 19, 2026. *See* Docket No. 556 (the "**First Exclusivity Extension Order**").

C. Update on the Chapter 11 Cases Since Entry of the First Exclusivity Extension Order

i. Sale Process and the Selection of the Stalking Horse Bidder

10. On April 1, 2026, the Debtors filed the *Notice of (I) Stalking Horse Bidder; (II) Rescheduled Bid Deadline, Auction and Sale Hearing Dates; and (III) Amended Deadline to File Assumption and Assignment Notice* [Docket No. 720] (the "**Stalking Horse Notice**"). As a result of significant efforts and as identified in the Stalking Horse Notice, the Debtors named GenieRx Holdings LLC as the stalking horse bidder (the "**Stalking Horse Bidder**") pursuant to the terms of the Asset Purchase Agreement by and among the Debtors and the Stalking Horse Bidder attached thereto (the "**Stalking Horse Bid**").

11. As stated in the Stalking Horse Notice, the deadline to submit bids for the Debtors' assets is April 30, 2026, at 4:00 p.m. (prevailing Central Time). If the Debtors receive an overbid of the Stalking Horse Bid, the Debtors intend to conduct an Auction on May 5, 2026. The Debtors intend to proceed with a sale hearing on May 13, 2026, at 1:30 p.m. (prevailing Central Time). Moreover, the Debtors must file a notice of assumption or assignment in connection with any sale by no later than May 1, 2026 (the "**Cure Notice Deadline**"). *See* Stalking Horse Notice, p. 4.

ii. Plan Negotiations

12. Concurrently with the ongoing sale process, the Debtors have been actively working with key stakeholders to negotiate in good faith toward a consensual chapter 11 plan. As mentioned in the First Extension Motion, one of the key reasons the Debtors filed these Chapter 11 Cases was to address the nearly $1 billion judgment rendered against Omnicare, LLC in the False Claims Act litigation in favor of the United States, which judgment is on appeal. *United States of America ex rel. Uri Bassan v. Omnicare, Inc.*, Lead Case No. 25-2257 (2d Cir.) (the "**FCA Appeal**"). The Debtors remain engaged in active discussions with the United States to try to reach an agreement relative to the FCA Appeal that would permit the Debtors to confirm a consensual chapter 11 plan. The plan-related discussions also included the Debtor's parent company, CVS Health Corporation, as well as the Committee.

iii. DIP Extension

13. On January 30, 2026, the Debtors filed the *Debtors' Motion for Entry of an Order Authorizing the Debtors to Enter into an Amendment to the DIP Credit Agreement and Granting Related Relief* [Docket No. 527] (the "**DIP Extension Motion**"). On February 27, 2026, the Court entered an order granting the relief requested in the DIP Extension Motion. *See* Docket No. 624 (the "**DIP Extension Order**"). Pursuant to the DIP Extension Order, the Debtors entered into the

Amendment No. 1 to Senior Secured, Super-Priority Debtor-in-Possession Loan and Security Agreement (the "**DIP Amendment**"). Through the DIP Amendment, the Debtors obtained an extension of the milestone related to entering into an Acceptable Stalking Horse Purchase Agreement (as defined in the DIP Credit Agreement). The Debtors also obtained an extension of the Maturity Date (as defined in the DIP Credit Agreement) by two months, allowing the Debtors to continue to facilitate the marketing and sale process.

iv. Ongoing Claims Evaluation and Related Matters

14. The Debtors' ability to formulate and confirm a chapter 11 plan will also depend, in part, on the extent and composition of the general unsecured claims pool. The deadline to file general unsecured claims expired on February 2, 2026 and the governmental bar date passed on March 23, 2026.[5]

15. Related thereto, on February 27, 2026, the Court entered the *Order Approving Omnibus Claim Objection Procedures* [Docket No. 623]. The Debtors are evaluating possible claim objections under these procedures and are actively negotiating the resolution of certain claims, including some personal injury claims. *See* Docket Nos. 643, 758 (omnibus orders authorizing settlement of personal injury claims from applicable insurance proceeds).

16. Further, the general unsecured claims pool may be affected by the Debtors' assumption and assignment or rejection of contracts and leases. The Debtors and their advisors are continuing to evaluate the impact of assumption and assignment or rejection on the claims pool.

17. In sum, additional time will allow the Debtors to continue to evaluate the general unsecured claims pool in connection with formulating a plan.

[5] *See Order Establishing Deadlines and Procedures for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof* [Docket No. 395] (the "**Bar Date Order**").

Basis for Relief Requested

A. The Court has discretion to extend the Exclusive Periods for "cause."

i. Section 1121(d) permits the Court to extend the Exclusive Periods "for cause."

18. Section 1121(b) of the Bankruptcy Code provides debtors with the exclusive right to file a chapter 11 plan during the first 120 days after the commencement of a chapter 11 case. *See* 11 U.S.C. § 1121(b). If a debtor files a plan during this period, section 1121(c)(3) of the Bankruptcy Code provides such debtor with an initial period of 180 days as of the commencement of the chapter 11 case to solicit acceptance of such plan. *See* 11 U.S.C. § 1121(c). These exclusive rights afford a debtor an opportunity to propose and solicit acceptance of a chapter 11 plan without the potential value deterioration and disruption to business operations that would ensue from the filing and solicitation of competing plans by non-debtor parties. The Bankruptcy Code also includes a procedure to modify these deadlines, stating, "on request of a party in interest and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section." 11 U.S.C. § 1121(d).

19. The Bankruptcy Code does not define "cause," but legislative history indicates that "cause" should be interpreted in such a way "to allow the debtor to reach an agreement" with its creditors. H.R. Rep. No. 95-595 at 231, 232 (1978), as reprinted in 1978 U.S.C.C.A.N. 5963, 6191; *see also In re Burns & Roe Enters., Inc.*, No. 00-41610 RG, 2005 WL 6289213, at *4 (D.N.J. Nov. 2, 2005) (quoting H.R. Rep. No. 103-835, at 36 (1994), as reprinted in 1994 U.S.C.C.A.N. 3340, 3344) (noting that the exclusive periods under section 1121 of the Bankruptcy Code are intended "to promote an environment in which . . . a consensual plan may be negotiated").

20. It is well-established that the decision as to whether cause exists to extend the exclusive periods under section 1121 of the Bankruptcy Code is left to the sound discretion of a

bankruptcy court to promote the orderly, consensual, and successful resolution of a debtor's affairs, and should be based upon the facts and circumstances of the particular case.[6] *See, e.g.*, *In re Timbers of Inwood Forest Assocs., Ltd.*, 808 F.2d 363, 372 (5th Cir. 1987) (noting that the meaning of "cause" under section 1121 should be viewed in context of the Bankruptcy Code's goal of fostering the debtor's restructuring objectives); *In re Mirant Corp.*, No. 404-CV-476-A, 2004 WL 2250986, at *2 (N.D. Tex. Sept. 30, 2004) (noting that "[w]hether to grant a motion for extension lies within the bankruptcy court's discretion," but such requests are typically granted where "the debtor showed substantial progress had been made in negotiations toward [a confirmable chapter 11 plan]."). To determine whether cause exists to extend a debtor's exclusive periods, courts consider the following factors (the "**Exclusivity Factors**"):

(a) the size and complexity of the case;

(b) the necessity for sufficient time to permit the debtor to negotiate a chapter 11 plan and prepare adequate information;

(c) the existence of good faith progress toward the negotiation and confirmation of a chapter 11 plan;

(d) the fact that the debtor is paying its bills as they become due;

(e) whether the debtor has demonstrated reasonable prospects for filing a viable plan;

(f) whether the debtor has made progress in negotiations with its creditors;

(g) the amount of time which has elapsed in the case;

(h) whether the debtor is seeking an extension of exclusivity in order to pressure creditors to submit to the debtor's restructuring demands; and

(i) whether an unresolved contingency exists.

[6] Although the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005 ("**BAPCPA**") amended section 1121(d) of the Bankruptcy Code by prohibiting extensions of exclusive filing and solicitation periods beyond 18 and 20 months after the petition date, respectively, there was no revision to the standards for obtaining permitted extensions. Accordingly, pre-BAPCPA case law continues to apply and should be examined in the context of the Chapter 11 Cases.

See In re Millennium Mgmt., LLC, No. 13-35719 (LZP), 2014 WL 792115, at *6 (Bankr. S.D. Tex. Feb. 25, 2014) (listing factors relevant to whether cause exists to extend exclusive period) (citing *In re GMG Cap. Partners III, L.P.*, 503 B.R. 596 (Bankr. S.D.N.Y. 2014)); *see also In re Dow Corning Corp.*, 208 B.R. 661, 664-65 (Bankr. E.D. Mich. 1997) (identifying the above factors and noting that courts generally rely on the same factors to determine whether exclusivity should be extended); *In re Friedman's Inc.*, 336 B.R. 884, 888 (Bankr. S.D. Ga. 2005) (same).

21. Not all of the Exclusivity Factors are relevant to every case, and courts may consider a relevant subset of the Exclusivity Factors to determine whether cause exists to grant an exclusivity extension in a particular chapter 11 case. *See, e.g.*, *In re Express One Int'l, Inc.*, 194 B.R. 98, 100–01 (Bankr. E.D. Tex. 1996) (listing all nine factors but identifying only four of the factors as relevant in determining whether cause exists to extend exclusivity); *In re Pine Run Trust, Inc.*, 67 B.R. 432, 435 (Bankr. E.D. Pa. 1986) (relying on two factors in holding that cause existed to extend exclusivity).

ii. The Court has discretion under section 105(a) of the Bankruptcy Code to determine whether "cause" exists to extend the Exclusive Periods.

22. Section 105(a) of the Bankruptcy Code confers to the Court broad equitable powers to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). Accordingly, the Court has expansive equitable powers to fashion any order or decree that is in the interest of preserving or protecting the value of the Debtors' assets. *See In re Young*, 416 F. App'x 392, 398 (5th Cir. 2011) (recognizing that "[s]ection 105(a) of Title 11 permits the bankruptcy court to exercise broad authority"); *In re Combustion Eng'g, Inc.*, 391 F.3d 190, 236 (3d Cir. 2004) (noting that section 105 of the Bankruptcy Code "has been construed to give a bankruptcy court 'broad authority' to provide equitable relief appropriate to assure the orderly conduct of [chapter 11] proceedings") (citing *U.S. v. Energy Res. Co.*, 495 U.S.

545, 549 (1990)); *In re Nixon*, 404 F. App'x 575, 578 (3d Cir. 2010) ("It is well settled that the court's power under § 105(a) is broad.") (citation omitted); *In re Trevino*, 599 B.R. 526, 542-43 (Bankr. S.D. Tex. 2019) (noting that the bankruptcy court has "broad authority" under section 105(a) of the Bankruptcy Code). The Debtors therefore respectfully submit that when there is "cause" to extend the Exclusive Periods, the Court may also utilize its equitable powers to grant such an extension.

B. Cause exists to extend the Debtors' Exclusive Periods.

23. Application of the relevant Exclusivity Factors (as defined in ¶ 20) to these Chapter 11 Cases demonstrates that cause exists to further extend the Exclusive Periods by an additional 90 days. The requested additional extension is reasonable and necessary, will not prejudice legitimate interests of creditors and other parties in interest, and will afford the Debtors a meaningful opportunity to continue the sale process and facilitate their ongoing negotiations toward a feasible and, hopefully, consensual plan.

i. The Chapter 11 Cases are large and complex.

24. The Chapter 11 Cases are sufficiently large and complex to warrant the requested exclusivity extension. There are 110 Debtors in the Chapter 11 Cases, and their footprint includes 101 pharmacies operating in 44 states and servicing long-term care facilities in 46 states.[7] Further, the Chapter 11 Cases meet the requirements for complex case treatment in the Northern District of Texas. *See* Docket No. 68. This factor weighs in favor of extending the Exclusive Periods.

[7] There were previously 111 Debtors. However, on April 14, 2026, the Court entered an order authorizing the dismissal of the chapter 11 case filed by Omnicare Resources, LLC. *See* Docket No. 756.

ii. Additional time is needed to negotiate a plan and provide adequate information to creditors.

25. Even though the Debtors have achieved significant progress in these Chapter 11 Cases over the past seven months—including the crucial step of identifying the Stalking Horse Bidder—they are not yet in a position to file or solicit votes on a chapter 11 plan. The extent of sale proceeds available for distribution to holders of claims filed against the Debtors' estates will remain unknown for a few more months and will depend in large part on the sale and the ongoing negotiations relative to the FCA Appeal. The Debtors expect to have greater clarity on a plan structure after the deadline to submit bids passes on April 30, 2026, the auction on May 5, 2026 (if necessary), and the sale hearing on May 13, 2026. All of these dates fall *after* the current Exclusive Period for the Debtors to file a plan.

26. Further extending the Exclusive Periods will provide the Debtors with the opportunity to continue facilitating their sale efforts, negotiating a resolution of the FCA Appeal, and preparing a chapter 11 plan and disclosure statement without the distraction and additional costs associated with a competing plan. *See In re Energy Conversion Devices, Inc.*, 474 B.R. 503, 507 (Bankr. E.D. Mich. 2012) ("In enacting section 1121, Congress intended to allow the debtor a reasonable time to obtain confirmation of a plan without the threat of a competing plan.").

iii. The Debtors have made significant good-faith progress towards negotiation of a Chapter 11 plan.

27. Since entry of the First Exclusivity Extension Order, the Debtors have made significant progress in advancing the Chapter 11 Cases in good faith, including, but not limited to: (a) entering the Stalking Horse Agreement and designating the Stalking Horse Bidder; (b) entering into the DIP Amendment to extend certain sale-related deadlines; (c) assuming the lease for one

of the Debtors' significant locations, the Richmond Facility;[8] (d) addressing various non-bankruptcy related litigation, including certain personal injury claims through omnibus settlements; (e) analyzing executory contracts and unexpired leases for purposes of assumption and assignment or rejection; and (f) continuing to respond to requests from various parties, including the Committee, the U.S. Trustee, the DIP Lender, the United States, vendors, landlords, and other stakeholders.

iv. The Debtors have paid their post-petition debts in the ordinary course as they come due.

28. Since the Petition Date, the Debtors have and will continue to timely pay undisputed post-petition obligations in the ordinary course of business. Therefore, the requested further extension of the Exclusive Periods will not prejudice creditors or stakeholders. This factor weighs in favor of further extending the Exclusive Periods.

v. The Debtors have demonstrated reasonable prospects for filing a viable chapter 11 plan.

29. The record in these Chapter 11 Cases is clear that the Debtors should be positioned to confirm a chapter 11 plan. The viability of the Debtors' restructuring prospects is illustrated by, among other things, the significant progress the Debtors have already achieved over the past seven months (as detailed above) and the fact that nearly all of the relief requested by the Debtors has been granted on a consensual basis. This result is due in large part to the efforts of the Debtors and the Committee to work cooperatively on substantive matters.[9] This factor weighs in favor of extending the Exclusive Periods.

[8] The "Richmond Facility" is the Debtors' hub pharmacy facility located at 8575 Magellan Parkway, Suite 1000, Building 6, Windsor Business Park, Henrico County, Virginia.

[9] The only contested hearing was the hearing to approve the Bid Procedures Motion. *See* Docket No. 372 at p. 5 of 6 (agenda for December 3, 2025 hearing). Only one party-in-interest, the International Association of Machinists and Aerospace Workers filed a limited objection to the Bid Procedures Motion. *See* Docket No. 370.

vi. The Debtors have made progress in negotiations with their key stakeholders.

30. The Debtors are continuing to work diligently with key stakeholders to negotiate the general contours of a chapter 11 plan, so that by the time the Court enters an order approving any sale, the Debtors will be able to promptly move forward with a confirmable plan supported by as many stakeholders as possible.

31. Since entry of the First Exclusivity Extension Order, the Debtors have continued to engage in good faith discussions with the Committee and DIP Lender on mutually acceptable plan structures. Moreover, the Debtors are providing information and engaging in discussion with the United States relative to the FCA Appeal, with the goal of reaching agreement with the United States on support for a consensual chapter 11 plan in the near term. This factor therefore weighs in favor of further extending the Exclusive Periods.

vii. Little time has elapsed since the Petition Date.

32. The Debtors file this Motion approximately seven months since the Petition Date. This factor weighs in favor of granting a further extension of the Exclusive Periods.

viii. The further extension of the Exclusive Periods is not intended to pressure creditors.

33. If the Court grants the further extensions of the Exclusive Periods, the extension will not pressure the creditors in these Chapter 11 Cases. The Debtors only seek a further extension to ensure that the Debtors can continue to facilitate the sale of their businesses and propose, solicit, and confirm an appropriate chapter 11 plan. The Debtors do not seek leverage or attempt to pressure creditors in any way through the requested extensions. Therefore, this factor weighs in favor of further extending the Exclusive Periods.

ix. Significant unresolved contingencies exist.

34. As discussed above, the Debtors face significant contingencies critical to formulation of a plan, including questions concerning the ultimate outcome of the Debtors' ongoing sale process (which will impact the amount of proceeds available for distribution to creditors under a chapter 11 plan). Absent this information, it is difficult for the Debtors, Committee, and other key stakeholders to negotiate the details of a consensual chapter 11 plan, and equally difficult for the Debtors to provide creditors with adequate information concerning what they might recover if a plan is confirmed. Accordingly, this factor weighs in favor of further extending the Exclusive Periods.

C. Courts in this District have granted similar relief, extending exclusive periods a second time.

35. Courts in this District have entered orders further extending exclusive periods, similar to the relief requested herein. *See e.g., In re Genesis Healthcare, Inc.*, Case No. 25-80185 (SGJ) (Bankr. N.D. Tex. Mar. 2, 2026) [Docket No. 2402] (granting second extension for additional 75 days); *In re Prospect Medical Holdings, Inc.,* Case No. 25-80002 (SGJ) (Bankr. N.D. Tex. Dec. 9, 2025) [Docket No. 4115] (granting second extension for additional 90 days); *In re Stoli Group (USA), LLC*, Case No. 24-80146 (SWE) (Bankr. N.D. Tex. June 24, 2025) [Docket No. 576] (granting second extension for additional 32 days); *In re TGI Friday's Inc.,* Case No. 24-80069 (SGJ) (Bankr. N.D. Tex. June 20, 2025) [Docket No. 672] (granting second extension for additional 60 days); *In re Ebix Inc.*, Case No. 23-80004 (SWE) (Bankr. N.D. Tex. Aug. 27, 2024) [Docket No. 915] (granting second extension for additional 90 days); *In re Sunland Medical Foundation,* Case No. 23-80000 (MVL) (Bankr. N.D. Tex. Mar. 15, 2024) [Docket No. 445] (granting second extension for additional 60 days).

Reservation of Rights

36. Nothing contained herein is intended or shall be construed as a waiver of any rights the Debtors or their estates may have, including without limitation, to seek any further extensions of the Exclusive Periods as may be warranted under the facts and circumstances of these Chapter 11 Cases.

Notice

37. The Debtors will provide notice of this Motion to all parties on the Complex Service List. The Debtors respectfully submit that, in light of the nature of the relief requested, no further notice is necessary.

WHEREFORE, for the reasons set forth above, the Debtors respectfully request that the Court (a) enter the Proposed Order granting the relief requested herein, and (b) grant such other and further relief as the Court may deem just and proper.

Dated: April 16, 2026

HAYNES AND BOONE, LLP

/s/ Ian T. Peck

Charles A. Beckham, Jr. (TX #02016600)
Ian Peck (TX #24013306)
Martha Wyrick (TX #24101606)
2801 N. Harwood Street, Ste. 2300
Dallas, Texas 75201
Telephone: (214) 651-5000
Facsimile: (214) 651-5940
Email: charles.beckham@haynesboone.com
ian.peck@haynesboone.com
martha.wyrick@haynesboone.com

JENNER & BLOCK LLP

Vincent E. Lazar (admitted *pro hac vice*)
Derek L. Wright (admitted *pro hac vice*)
Angela M. Allen (admitted *pro hac vice*)
353 N. Clark Street
Chicago, Illinois 60654
Telephone: (312) 222-9350
Facsimile: (312) 527-0484
Email: vlazar@jenner.com
dwright@jenner.com
aallen@jenner.com

Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Proposed Order

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)
	)	Ref. Docket No. [•]

ORDER FURTHER EXTENDING THE EXCLUSIVE PERIODS WITHIN WHICH TO FILE A CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES THEREOF

[1] The last four digits of Omnicare, LLC's federal tax identification number are 1351. There are 110 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 above-captioned debtors and debtors in possession (collectively, the "**Debtors**") for entry of an order (the "**Order**") further extending the Debtors' exclusive periods to file a chapter 11 plan (the "**Exclusive Filing Period**") and solicit votes thereon (the "**Exclusive Solicitation Period**" and, together with the Exclusive Filing Period, the "**Exclusive Periods**"), through and including Monday, July 20, 2026 and Thursday, September 17, 2026, respectively, all as more fully set forth in the Motion; and upon the Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; 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 reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "**Hearing**"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing 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 Exclusive Filing Period is hereby further extended through and including Monday, July 20, 2026.

3. The Exclusive Solicitation Period is hereby further extended through and including Thursday, September 17, 2026.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

4. The relief granted herein is without prejudice to the rights of the Debtors to request further extensions of the Exclusive Periods.

5. This Order shall be binding on the Debtors, including any chapter 7 or chapter 11 trustee or other fiduciary appointed for the estates of the Debtors.

6. Notice of the Motion as provided herein shall be deemed good and sufficient notice of such Motion.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

END OF ORDER

Order submitted by:

Charles A. Beckham, Jr. (TX #02016600)
Ian Peck (TX #24013306)
Martha Wyrick (TX #24101606)
HAYNES AND BOONE, LLP
2801 N. Harwood Street
Suite 2300
Dallas, TX 75201
Telephone: (214) 651-5000
Facsimile: (214) 651-5940
Email: charles.beckham@haynesboone.com
ian.peck@haynesboone.com
martha.wyrick@haynesboone.com

Vincent E. Lazar (admitted *pro hac vice*)
Derek L. Wright (admitted *pro hac vice*)
Angela M. Allen (admitted *pro hac vice*)
JENNER & BLOCK LLP
353 N. Clark Street
Chicago, Illinois 60654
Telephone: (312) 222-9350
Facsimile: (312) 527-0484
Email: vlazar@jenner.com
dwright@jenner.com
aallen@jenner.com

Counsel to the Debtors and
Debtors in Possession

EXHIBIT B

Rundell Declaration

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)

DECLARATION OF PAUL RUNDELL IN SUPPORT OF DEBTORS' SECOND MOTION FOR ENTRY OF AN ORDER (I) EXTENDING THE EXCLUSIVE PERIODS WITHIN WHICH TO FILE A CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES THEREOF AND (II) GRANTING RELATED RELIEF

I, Paul Rundell, hereby declare under 28 U.S.C. § 1746 that the following is true and correct to the best of my knowledge, information, and belief:

1. I am a Managing Director at Alvarez & Marsal North America, LLC ("**A&M**"), a global restructuring advisory firm and financial advisor to the above-captioned debtors and debtors in possession (collectively, the "**Debtors**") in these chapter 11 cases (the "**Chapter 11 Cases**"). On August 18, 2025, A&M was engaged by the Debtors as a financial advisor to help manage the Debtors' liquidity and evaluate strategic alternatives. On September 21, 2025, I, along with Matthew Frank of A&M, were appointed Co-Chief Restructuring Officers of Omnicare, LLC.

2. In my capacity as co-CRO of Omnicare, LLC and financial advisor of the Debtors, I have become knowledgeable and familiar with the Debtors' day-to-day operations, business, financial affairs, and the circumstances leading to the commencement of these Chapter 11 Cases.

[1] The last four digits of Omnicare, LLC's federal tax identification number are 1351. There are 110 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 Attn: Omnicare, LLC, One CVS Drive, Mail Code 1160, Woonsocket, RI 02895.

I am generally familiar with both the Debtors' business, the Debtors' continued operation and management of their properties as debtors-in-possession during these Chapter 11 Cases, and the Debtors' progress in the Chapter 11 Cases since the Petition Date. I submit this declaration in support of the *Debtors' Second Motion for Entry of an Order (I) Extending the Exclusive Periods within which to file a Chapter 11 Plan and Solicit Acceptances Thereof and (II) Granting Related Relief* (the "**Motion**").[2]

3. Except as otherwise indicated, the statements in this Declaration are based on my personal knowledge, my review of relevant documents, information provided to me by the Debtors or their employees, advisors or professionals, or my opinion based on my experience, knowledge and information concerning the Debtors' operations and the industry in which they operate. I am over the age of eighteen. I am authorized to submit this Declaration on behalf of the Debtors in support of the Motion. If called upon to testify, I would testify competently to the facts set forth in this Declaration.

Update on the Chapter 11 Cases Since Entry of the First Exclusivity Extension Order

A. Sale Process and the Selection of the Stalking Horse Bidder

4. On April 1, 2026, the Debtors filed the *Notice of (I) Stalking Horse Bidder; (II) Rescheduled Bid Deadline, Auction and Sale Hearing Dates; and (III) Amended Deadline to File Assumption and Assignment Notice* [Docket No. 720] (the "**Stalking Horse Notice**"). As a result of significant efforts and as identified in the Stalking Horse Notice, the Debtors named GenieRx Holdings LLC as the stalking horse bidder (the "**Stalking Horse Bidder**") pursuant to

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

the terms of the Asset Purchase Agreement by and among the Debtors and the Stalking Horse Bidder attached thereto (the "**Stalking Horse Bid**").

5. As stated in the Stalking Horse Notice, the deadline to submit bids for the Debtors' assets is April 30, 2026, at 4:00 p.m. (prevailing Central Time). If the Debtors receive an overbid of the Stalking Horse Bid, the Debtors intend to conduct an Auction on May 5, 2026. The Debtors intend to proceed with a sale hearing on May 13, 2026, at 1:30 p.m. (prevailing Central Time). Moreover, the Debtors must file a notice of assumption or assignment in connection with any sale by no later than May 1, 2026 (the "**Cure Notice Deadline**"). *See* Stalking Horse Notice, p. 4.

B. Plan Negotiations

6. Concurrently with the ongoing sale process, the Debtors have been actively working with key stakeholders to negotiate in good faith toward a consensual chapter 11 plan. As mentioned in the First Extension Motion, one of the key reasons the Debtors filed these Chapter 11 Cases was to address the nearly $1 billion judgment rendered against Omnicare, LLC in the False Claims Act litigation in favor of the United States, which judgment is on appeal. *United States of America ex rel. Uri Bassan v. Omnicare, Inc.*, Lead Case No. 25-2257 (2d Cir.) (the "**FCA Appeal**"). The Debtors remain engaged in active discussions with the United States to try to reach an agreement relative to the FCA Appeal that would permit the Debtors to confirm a consensual chapter 11 plan. The plan-related discussions also included the Debtor's parent company, CVS Health Corporation, as well as the Committee.

C. DIP Extension

7. On January 30, 2026, the Debtors filed the *Debtors' Motion for Entry of an Order Authorizing the Debtors to Enter into an Amendment to the DIP Credit Agreement and Granting Related Relief* [Docket No. 527] (the "**DIP Extension Motion**"). On February 27, 2026, the Court

entered an order granting the relief requested in the DIP Extension Motion. *See* Docket No. 624 (the "**DIP Extension Order**"). Pursuant to the DIP Extension Order, the Debtors entered into the *Amendment No. 1 to Senior Secured, Super-Priority Debtor-in-Possession Loan and Security Agreement* (the "**DIP Amendment**"). Through the DIP Amendment, the Debtors obtained an extension of the milestone related to entering into an Acceptable Stalking Horse Purchase Agreement (as defined in the DIP Credit Agreement). The Debtors also obtained an extension of the Maturity Date (as defined in the DIP Credit Agreement) by two months, allowing the Debtors to continue to facilitate the marketing and sale process.

D. Ongoing Claims Evaluation and Related Matters

8. The Debtors' ability to formulate and confirm a chapter 11 plan will also depend, in part, on the extent and composition of the general unsecured claims pool. The deadline to file general unsecured claims expired on February 2, 2026 and the governmental bar date passed on March 23, 2026.[3]

9. Related thereto, on February 27, 2026, the Court entered the *Order Approving Omnibus Claim Objection Procedures* [Docket No. 623]. The Debtors are evaluating possible claim objections under these procedures and are actively negotiating the resolution of certain claims, including some personal injury claims.

10. Further, the general unsecured claims pool may be affected by the Debtors' assumption and assignment or rejection of contracts and leases. The Debtors and their advisors are continuing to evaluate the impact of assumption and assignment or rejection on the claims pool.

[3] *See Order Establishing Deadlines and Procedures for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof* [Docket No. 395] (the "**Bar Date Order**").

11. In sum, additional time will allow the Debtors to continue to evaluate their general unsecured claims pool in connection with formulating a plan.

The Exclusivity Factors

A. The Chapter 11 Cases are large and complex.

12. The Chapter 11 Cases are sufficiently large and complex to warrant the requested exclusivity extension. There are 110 Debtors in the Chapter 11 Cases and their footprint includes 101 pharmacies operating in 44 states and servicing long-term care facilities in 46 states. Further, the Chapter 11 Cases met the requirements for complex case treatment in the Northern District of Texas.

B. Additional time is needed to negotiate a plan, and provide adequate information to creditors.

13. Even though the Debtors have achieved significant progress in these Chapter 11 Cases over the past seven months—including the crucial step of identifying the Stalking Horse Bidder—they are not yet in a position to file or solicit votes on a chapter 11 plan. The extent of sale proceeds available for distribution to holders of claims filed against the Debtors' estates will remain unknown for a few more months and will depend in large part on the sale and the ongoing negotiations relative to the FCA Appeal. The Debtors plan to conduct an Auction on May 5, 2026 (if necessary), and the Court has scheduled a hearing to approve any sale for May 13, 2026. All of these dates fall after the current Exclusive Period for the Debtors to file a plan.

14. Further extending the Exclusive Periods will provide the Debtors with the opportunity to continue their sale efforts and prepare a chapter 11 plan and disclosure statement without the distraction and additional costs associated with a competing plan.

C. The Debtors have made significant good-faith progress towards negotiation of a Chapter 11 plan.

15. Since entry of the First Exclusivity Extension Order, the Debtors have made significant progress in advancing the Chapter 11 Cases in good faith, including, but not limited to: (a) entering the Stalking Horse Agreement and designating the Stalking Horse Bidder; (b) entering into the DIP Amendment to extend certain sale-related deadlines; (c) assuming the lease for one of the Debtors' significant locations, the Richmond Facility;[4] (d) addressing various non-bankruptcy related litigation, including certain personal injury claims through omnibus settlements; (e) analyzing executory contracts and unexpired leases for purposes of assumption and assignment or rejection; and (f) continuing to respond to requests from various parties, including the Committee, the U.S. Trustee, the DIP Lender, the United States, vendors, landlords, and other stakeholders

16. The Debtors have also been actively responding to Committee diligence requests which will aid in the Debtors' discussions with the Committee regarding plan options, and are continuing to pursue an agreement with the United States that would permit the Debtors to confirm a consensual chapter 11 plan.

D. The Debtors have paid their post-petition debts in the ordinary course as they come due.

17. Since the Petition Date, the Debtors have and will continue to timely pay undisputed post-petition obligations in the ordinary course of business. Therefore, the requested further extension of the Exclusive Periods will not prejudice creditors or stakeholders.

[4] The "Richmond Facility" is the Debtors' hub pharmacy facility located at 8575 Magellan Parkway, Suite 1000, Building 6, Windsor Business Park, Henrico County, Virginia.

E. The Debtors have shown reasonable prospects for filing a viable chapter 11 plan.

18. The record in these Chapter 11 Cases is clear that the Debtors should be positioned to confirm a chapter 11 plan. The viability of the Debtors' restructuring prospects is illustrated by, among other things, the significant progress the Debtors have already achieved over the past seven months (as detailed above) and the fact that nearly all of the relief requested by the Debtors has been granted on a consensual basis. This result is due in large part to the efforts of the Debtors and the Committee to work cooperatively on substantive matters.[5]

F. The Debtors have made progress in negotiations with their key stakeholders.

19. The Debtors are continuing to work diligently with key stakeholders to negotiate the general contours of a chapter 11 plan, so that by the time the Court enters an order approving any sale, the Debtors will be able to promptly move forward with a confirmable plan supported by as many stakeholders as possible.

20. Since entry of the First Exclusivity Extension Order, the Debtors have continued to engage in good faith discussions with the Committee and DIP Lender on mutually acceptable plan structures. Moreover, the Debtors are providing information and engaging in discussion with the United States relative to the FCA Appeal, with the goal of reaching agreement with the United States on support for a consensual chapter 11 plan in the near term.

G. Little time has elapsed since the Petition Date.

21. The Debtors file this Motion approximately seven months since the Petition Date.

[5] The only contested hearing was the hearing to approve the Bid Procedures Motion. *See* Docket No. 372 at p. 5 of 6 (agenda for December 3, 2025 hearing). Only one party-in-interest, the International Association of Machinists and Aerospace Workers filed a limited objection to the Bid Procedures Motion. *See* Docket No. 370.

H. The further extension of the Exclusive Periods is not intended to pressure creditors.

22. If the Court grants the further extensions of the Exclusive Periods, the extension will not pressure the creditors in these Chapter 11 Cases. The Debtors only seek a further extension to ensure that the Debtors can conduct the sale of their businesses and propose, solicit, and confirm an appropriate chapter 11 plan. The Debtors do not seek leverage or attempt to pressure creditors in any way through the requested extensions.

I. Significant unresolved contingencies exist.

23. As discussed above, the Debtors face significant contingencies critical to formulation of a plan, including questions concerning the ultimate outcome of the Debtors' ongoing sale process (which will impact the amount of proceeds available for distribution to creditors under a chapter 11 plan). Absent this information, it is difficult for the Debtors, Committee, and other key stakeholders to negotiate the details of a consensual chapter 11 plan, and equally difficult for the Debtors to provide creditors with adequate information concerning what they might recover if a plan is confirmed.

Conclusion

24. The Debtors' Chapter 11 cases are at a critical stage. The Debtors are fully engaged in a complex, going-concern sale process and recently selected a stalking horse bidder for their business. At the same time, the Debtors are negotiating with key stakeholders concerning a potential plan. The Debtors need additional time to facilitate their sale process and continue negotiating a potential plan without the risk of a third-party filing a competing plan.

25. In light of the foregoing, the further extension of the time to file and solicit a chapter 11 plan under the circumstances of these Chapter 11 Cases is essential to the Debtors' continued operations and success during these Chapter 11 Cases.

Dated: April 16, 2026

By: /s/ *Paul Rundell*
Name: Paul Rundell
Title: Co-Chief Restructuring Officer of Omnicare, LLC