

**Commonwealth of Kentucky**  
**Trey Grayson, Secretary of State**

LARP

0716634

Trey Grayson  
Secretary of State  
Received and Filed

5/10/2010 9:11:34 AM

Fee receipt: \$15.00

Trey Grayson  
Secretary of State  
P. O. Box 1150  
Frankfort, KY 40602-1150  
(502) 564-3490  
<http://www.sos.ky.gov>

**Annual Report  
Online Filing**

**ARP**

**Company:** BADGER ACQUISITION OF BROOKSVILLE LLC  
**Company ID:** 0716634  
**State of origin:** Delaware  
**Formation date:** 10/29/2008 12:00:00 AM  
**Date filed:** 5/10/2010 9:11:34 AM  
**Fee:** \$15.00

**Principal Office**

100 E. RIVERCENTER BLVD.  
SUITE 1600  
COVINGTON, KY 41011

**Registered Agent Name/Address**

CSC-LAWYERS INCORPORATING SERVICE COMPANY  
421 WEST MAIN STREET  
FRANKFORT, KY 40601

**Members/Managers**

Manager NeighborCare Pharmacy Services, Inc. 100 East RiverCenter blvd Suite 1600 Covington, KY  
41011

**Signatures**

**Signature** REGIS T ROBBINS  
**Title** SECRETARY