

<b>United States Bankruptcy Court District of Delaware</b>	<b>Voluntary Petition</b>
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Name of Debtor (if individual, enter Last, First, Middle): Chem Rx Corporation	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Paramount Acquisition Corp.	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 20-2938469	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 750 Park Place, Long Beach, New York  <div style="text-align: right;">ZIP CODE 11561</div>	Street Address of Joint Debtor (No. and Street, City, and State):  <div style="text-align: right;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: Nassau County, New York	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): N/A  <div style="text-align: right;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address):  <div style="text-align: right;">ZIP CODE</div>

Location of Principal Assets of Business Debtor (if different from street address above):  
  

ZIP CODE

<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Long-Term Care Pharmacy <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.  Estimated Number of Creditors: <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000  Estimated Assets: <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to 500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion  Estimated Liabilities: <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to 500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	<b>THIS SPACE IS FOR COURT USE ONLY</b>
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Chem Rx Corporation	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed: N/A	Case Number:	Date Filed:	
Location Where Filed: N/A	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: See Attached Schedule 1	Case Number:	Date Filed:	
District: District of Delaware	Relationship:	Judge:	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>		
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____			
(Name of landlord that obtained judgment)			
_____			
(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification (11 U.S.C. § 362(1)).			

B1 (Official Form 1) (1/08)

Voluntary Petition

(This page must be completed and filed in every case.)

Name of Debtor(s): Chem Rx Corporation

Signature(s) of Debtor(s) (Individual/Joint)

Signatures

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct.

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

(Check only one box.)

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
(Signature of Foreign Representative)

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date

Signature of Attorney\*

Signature of Non-Attorney Bankruptcy Petition Preparer

X \_\_\_\_\_  
Signature of Attorney for Debtor(s)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

\_\_\_\_\_  
Signature of Attorney for Debtor(s)

\_\_\_\_\_  
Printed Name of Attorney for Debtor(s)

\_\_\_\_\_  
GREENBERG TRAURIG, LLP

\_\_\_\_\_  
Firm Name

\_\_\_\_\_  
The Nemours Building

\_\_\_\_\_  
1007 North Orange Street, Suite 1200

\_\_\_\_\_  
Wilmington, Delaware 19801

\_\_\_\_\_  
Address

\_\_\_\_\_  
(302) 661-7000

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Date May 11, 2010

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Authorized Individual

\_\_\_\_\_  
Gary M. Jacobs

\_\_\_\_\_  
Printed Name of Authorized Individual

\_\_\_\_\_  
Chief Financial Officer

\_\_\_\_\_  
Title of Authorized Individual

\_\_\_\_\_  
Date May 11, 2010

## SCHEDULE 1

The following list identifies all of the affiliated entities, including the Debtor filing this petition (collectively, the “**Debtors**”), that have filed voluntary petitions for relief under title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware, substantially contemporaneously with the filing of this petition. The Debtors have filed a motion requesting that their chapter 11 cases be jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

1. B.J.K. Inc.
2. ChemRx New Jersey, LLC
3. ChemRx/Salerno’s, LLC
4. ChemRx-Boca Raton, LLC
5. ChemRx Care, LLC

# UNITED STATES BANKRUPTCY COURT

*In re* Chem Rx Corporation, ) Case No. 10-\_\_\_\_\_ ( )  
 Debtor )  
 ) Chapter 11

## EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 000-51518.

2. The following financial data is the latest available information and refers to the debtor's condition on February 28, 2010.<sup>1</sup>

a. Total assets	\$	<u>169,690,868</u>
b. Total debts (including debts listed in 2.c., below)	\$	<u>178,281,128</u>
c. Debt securities held by more than 500 holders:		

						Approximate number of holders:
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$	_____	_____	
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$	_____	_____	
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$	_____	_____	
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$	_____	_____	
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$	_____	_____	

d. Number of shares of preferred stock		<u>0</u>
e. Number of shares common stock		<u>13,804,723</u>

Comments, if any:

3. Brief description of debtor's business:

Chem Rx Corporation is a long-term care pharmacy serving multiple industries, including skilled nursing facilities and a wide range of other long-term care facilities.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Jerry Silva  
 Steven Silva

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<sup>1</sup> Total assets and liabilities represent the financial data of Chem Rx Corporation, independent of its Debtor and non-Debtor affiliates.

**UNANIMOUS WRITTEN CONSENT  
OF  
THE BOARD OF DIRECTORS  
OF  
CHEM RX CORPORATION  
(a Delaware corporation)**

**IN LIEU OF A SPECIAL MEETING**

May 10, 2010

The undersigned, being all of the members of the Board of Directors (the "Board") of Chem Rx Corporation, a Delaware corporation (the "Corporation"), hereby waive the calling, notice and holding of a special meeting and, in lieu thereof, acting in accordance with the certificate of incorporation and bylaws of the Corporation and Section 141(f) of the Delaware General Corporation Law, and after full consideration, hereby consent to and adopt the following resolutions by giving their express written consent thereto:

**Authorization of Bankruptcy Filing by the Corporation:**

WHEREAS, the Board has reviewed the materials presented by the management and the advisors of the Corporation regarding the liabilities and liquidity situation of the Corporation, the strategic alternatives available to it, the recent exercise of remedies by the secured lenders, and the impact of the foregoing on the Corporation's businesses;

WHEREAS, the Board has had the opportunity to consult with the management and the advisors of the Corporation about the strategic alternatives available to the Corporation;

RESOLVED, that in the judgment of the Board of the Corporation, it is desirable and in the best interests of the Corporation, its creditors and other parties in interest, that the Corporation file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code"); and

RESOLVED, that any of the Chief Executive Officer, the President, the Chief Financial Officer, any Vice President, the Secretary, any Assistant Secretary, the Treasurer, and Assistant Treasurer, and such other officers as may be designated by the Chief Executive Officer (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Corporation all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the case and obtain chapter 11 relief, including but not limited to motions to obtain the use of cash collateral and provide adequate protection therefor and to obtain any debtor in possession financing, and to take any and all further acts and deeds that they deem necessary, proper and desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Greenberg Traurig, LLP as general bankruptcy counsel to

represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Greenberg Traurig, LLP; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the financial advisory firm of Cypress Holdings, LLC as financial advisor to assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Cypress Holdings, LLC; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the consulting firm of RSR Consulting, LLC as Chief Restructuring Officer to the Corporation to assist in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of RSR Consulting, LLC; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the public relations firm of Brunswick Group LLP as public relations consultants to assist in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Brunswick Group LLP; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Grant Thornton, LLP as independent auditors to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Grant Thornton, LLP; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Lazard Middle Market LLC as investment banker to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, the

Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Lazard Middle Market LLC; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Eichen & Dimeglio PC as tax advisors to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Eichen & Dimeglio PC; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ Kurtzman Carson Consultants as noticing, claims and balloting agent to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Kurtzman Carson Consultants; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Corporation in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

RESOLVED, that any and all actions previously taken or to be taken by the officers of the Corporation, or any of them, with respect to and in contemplation of, the actions authorized by any of the foregoing resolutions, are hereby authorized, approved, ratified and confirmed.

\* \* \* \*



IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the date first written above.

Jerry Silva  
Jerry Silva

\_\_\_\_\_  
Steven Silva

\_\_\_\_\_  
Gary M. Jacobs

\_\_\_\_\_  
Evan Selzer

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the date first written above.

\_\_\_\_\_  
Jerry Silva

A handwritten signature in black ink, appearing to be 'SS', written over a horizontal line.

\_\_\_\_\_  
Steven Silva

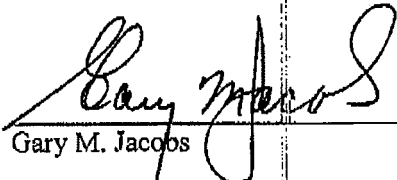
\_\_\_\_\_  
Gary M. Jacobs

\_\_\_\_\_  
Evan Selzer

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the date first written above.

\_\_\_\_\_  
Jerry Silva

\_\_\_\_\_  
Steven Silva

  
\_\_\_\_\_  
Gary M. Jacobs

\_\_\_\_\_  
Evan Selzer

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the date first written above.

\_\_\_\_\_  
Jerry Silva

\_\_\_\_\_  
Steven Silva

\_\_\_\_\_  
Gary M. Jacobs



\_\_\_\_\_  
Evan Selzer

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

CHEM RX CORPORATION, *et al.*,<sup>1</sup>  
  
Debtors.

Chapter 11

Case No. 10-\_\_\_\_\_ ( )

(Joint Administration Pending)

**CONSOLIDATED LIST OF CREDITORS HOLDING THE  
THIRTY (30) LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

The above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) each filed a petition in this Court for relief under title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”). The following is the consolidated list of the Debtors’ creditors holding the thirty (30) largest unsecured claims (the “Top 30 List of Creditors”). The Top 30 List of Creditors is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for the filing in these chapter 11 cases (the “Cases”). The information contained herein is based upon a review of the Debtors’ books and records. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the Top 30 List of Creditors have been completed. Therefore, the listing does not and should not be deemed to constitute: (1) waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtors. Unless otherwise indicated below, the Top 30 List of Creditors does not include (i) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101, or (ii) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.

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<sup>1</sup> The Debtors and the last four digits of each Debtor’s tax identification number are: Chem Rx Corporation (8469), B.J.K. Inc. (5997), ChemRx New Jersey, LLC (9370), ChemRx/Salerno’s, LLC (5981), ChemRx-Boca Raton, LLC (8021) and ChemRx Care, LLC (0826).

Name of creditor	Name, telephone number and complete mailing address, including zip code of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured also state value of security)
Amerisource Bergen	960 Fort Duquesne Blvd. Third Floor Pittsburgh, PA 15222 Phone: (800) 242-6728						\$9,555,259.23
Anda Generics, Inc.	P.O. Box 930219 Atlanta, GA 31193 Phone: (800) 331-2632						\$6,177,202.14
25 Highland Partners and Stephan A. Weiss	c/o Kresiberg & Maitland, LLP 116 John Street, Suite 1120 New York, NY 10038 Phone: (212) 629-4970	Litigation Dispute	X	X	X		\$616,500.00
Healthex Courier	35 Powerhouse Road Roslyn Heights, NY 11577						\$530,752.37
Troutman & Sanders, LLP	P.O. Box 933652 Atlanta, GA 31193 Phone: (404) 885-2508						\$332,498.56
Capstone Advisory Group, LLC	Park 80 West Plaza I-Plaza Level Saddle Brook, NJ 07663 Phone: (201) 587-7100						\$272,331.39
Atromick	8206 Solutions Center Lockbox #778206 Chicago, IL 60677-8002 Phone: (800) 848-6462						\$235,560.73

Name of creditor	Name, telephone number and complete mailing address, including zip code of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured also state value of security)
Kaye Scholer LLP	425 Park Avenue New York, NY 10022-3598 Phone: (212) 836-8000						\$209,189.24
FTI Restructuring	P.O. Box 631916 Baltimore, MD 21263-1916 Phone: (410) 224-8770						\$202,660.17
ING	For Plan #878134 P.O. Box 31812 Hartford, CT 06150-1812 Phone: (800) 238-6212						\$197,698.16
MTS	2003 Gandy Boulevard North Suite 800 St. Petersburg, FL 33702 Phone: (727) 571-1616						\$183,174.17
New York State Insurance Fund	P.O. Box 5262 Binghamton, NY 13902-5262 Phone: (888) 875-5790						\$166,040.24
Grant Thornton LLP	33570 Treasury Center Chicago, IL 60694-3500 Phone: (631) 249-6001						\$148,669.00
Cumberland Distribution, Inc &	Catalyst Finance, L.P. P.O. Box 19589 Houston, TX 77224-9589 Phone: (800) 229-9000						\$131,964.12

Name of creditor	Name, telephone number and complete mailing address, including zip code of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured also state value of security)
Parmed	P.O. Box 90272 Chicago, IL 60696-0272 Phone: (800) 727-6331						\$128,668.44
QK Healthcare Inc.	P.O. Box 7777-W5505 Philadelphia, PA 19175 Phone: (631) 439-2135					X	\$114,438.15
White & Case, LLC	23802 Network Place Chicago, IL 60673-1238 Phone: (212) 819-8200						\$106,051.75
Abbott Laboratories	P.O. Box 100997 Atlanta, GA 30384						\$98,644.61
Donald X. Clavin, Jr.	Nassau County Treasurer's Office 240 Old Country Road Mineola, NY 11501 Phone: (516) 538-1500						\$92,218.28
Premium Financing Specialists, Inc.	24722 Network Place Chicago, IL 60673-2472 Phone: (877) 242-0069						\$66,925.92
American Express	P.O. Box 1270 Newark, NJ 07101-1270 Phone: (800) 492-3344						\$61,101.25



Name of creditor	Name, telephone number and complete mailing address, including zip code of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured also state value of security)
Baxter Healthcare Corp.	P.O. Box 33037 Newark, NJ 07188 Phone: (847) 940-5344						\$59,462.90
Health Business Systems	37421 Eagle Way Chicago, IL 60678 Phone: (800) 444-1427						\$59,433.91
I-Print Technologies, Inc.	980 Magnolia Avenue Suite 5 Larkspur, CA 94939 Phone: (888) 700-2345						\$51,906.14
Covington & Burling, LLP	620 Eighth Avenue New York, NY 10018				X		\$49,250.06
Advanced Medical Systems	P.O. Box 8500-7426 Philadelphia, PA 19178-7426 Phone: (215) 443-5424						\$46,165.73
Cedardale Distributors	620 Gotham Parkway Carlstadt, NJ 07072 Phone: (201) 804-0800 ext. 503					X	\$35,936.44
Softwriters, Inc.	3960 William Flynn Highway Suite 100 Allison Park, PA 15101 Phone: (412) 492-9841						\$30,186.84

Name of creditor	Name, telephone number and complete mailing address, including zip code of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured also state value of security)
Perrigo Pharmaceuticals	21300 Network Place Chicago, IL 60673-1213 Phone: (269) 673-1493						\$28,788.48
Keysource Medical, Inc.	P.O. Box 643101 Cincinnati, OH 45264-3101 Phone: (800) 842-5991						\$27,420.26

Above balances are as of approximately March 31, 2010.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

CHEM RX CORPORATION, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 10-\_\_\_\_\_ ( )

(Joint Administration Pending)

**CERTIFICATION CONCERNING CONSOLIDATED LIST OF  
CREDITORS HOLDING THIRTY (30) LARGEST UNSECURED CLAIMS**

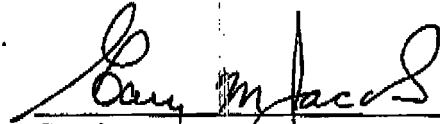
The above-captioned debtors and debtors-in-possession (the “Debtors”) hereby certify under penalty of perjury that the *Consolidated List of Creditors Holding the 30 Largest Unsecured Claims Against the Debtors* (the “Consolidated Top 30 List”), submitted herewith, is complete and to the best of the Debtors’ knowledge is correct and consistent with Debtors’ books and records.

The information contained herein is based upon a review of the Debtors’ books and records. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the Consolidated Top 30 List have been completed. Therefore, the listing does not and should not be deemed to constitute: (i) waiver of any defense to any listed claims; (ii) an acknowledgement of the allowability of any listed claims; and/or (iii) a waiver of any other right or legal position of the Debtors.

<sup>1</sup> The Debtors and the last four digits of each Debtor’s tax identification number are: Chem Rx Corporation (8469), B.J.K. Inc. (5997), ChemRx New Jersey, LLC (9370), ChemRx/Salerno’s, LLC (5981), ChemRx-Boca Raton, LLC (8021) and ChemRx Care, LLC (0826).

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 11 day of May 2010.

  
\_\_\_\_\_  
Gary M. Jacobs  
Chief Financial Officer

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

CHEM RX CORPORATION,  
  
Debtor.

Chapter 11

Case No. 10-\_\_\_\_\_ ( )

(Joint Administration Pending)

**LIST OF EQUITY HOLDERS**

The above-captioned debtor and debtor-in-possession (the “**Debtor**”) filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code. Pursuant to Rule 1007(a) of the Federal Rules of Bankruptcy Procedure, the list of equity security holders of the Debtor will be filed with the Court within 14 days after entry of the order for relief.