

Omnicell, Inc.
Condensed Consolidated Balance Sheets
(In thousands)

	<u>June 30,</u> <u>2009</u>	<u>December 31,</u> <u>2008</u>
	(unaudited)	(1)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 126,426	\$ 120,439
Accounts receivable, net	67,655	56,472
Inventories	9,624	12,957
Prepaid expenses	9,787	9,310
Deferred tax assets	14,871	14,871
Other current assets	<u>7,040</u>	<u>10,938</u>
Total current assets	235,403	224,987
Property and equipment, net	14,326	16,180
Non-current net investment in sales-type leases	9,531	10,896
Goodwill	24,982	24,982
Other intangible assets	5,362	6,706
Non-current deferred tax assets	15,704	15,889
Other assets	<u>9,298</u>	<u>8,902</u>
Total assets	<u>\$ 314,606</u>	<u>\$ 308,542</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 10,584	\$ 9,377
Accrued compensation	8,574	8,889
Accrued liabilities	14,249	10,187
Deferred service revenue	12,830	12,084
Deferred gross profit	12,334	16,648
Obligation resulting from sale of receivables	<u>87</u>	<u>170</u>
Total current liabilities	58,658	57,355
Long-term deferred service revenue	15,971	16,782
Other long-term liabilities	<u>776</u>	<u>848</u>
Total liabilities	75,405	74,985
Stockholders' equity:		
Total stockholders' equity	<u>239,201</u>	<u>233,557</u>
Total liabilities and stockholders' equity	<u>\$ 314,606</u>	<u>\$ 308,542</u>

(1) Information derived from our December 31, 2008 audited Consolidated Financial Statements.

Omniceil, Inc.
Condensed Consolidated Statements of Operations
(in thousands, except per share data, unaudited)

	Three Months Ended			Six Months Ended	
	June 30, 2009	March 31, 2009	June 30, 2008	June 30, 2009	June 30, 2008
Revenues:					
Product	\$ 41,983	\$ 42,295	\$ 52,870	\$ 84,278	\$ 105,286
Services and other revenues	<u>10,660</u>	<u>9,909</u>	<u>10,504</u>	<u>20,569</u>	<u>20,179</u>
Total revenue	<u>52,643</u>	<u>52,204</u>	<u>63,374</u>	<u>104,847</u>	<u>125,465</u>
Cost of revenues:					
Cost of product revenues	19,175	20,280	24,349	39,455	48,319
Cost of services and other revenues	6,539	6,895	6,665	13,434	12,440
Restructuring charges	<u>-</u>	<u>1,209</u>	<u>-</u>	<u>1,209</u>	<u>-</u>
Total cost of revenues	<u>25,714</u>	<u>28,384</u>	<u>31,014</u>	<u>54,098</u>	<u>60,759</u>
Gross profit	26,929	23,820	32,360	50,749	64,706
Operating expenses:					
Research and development	4,574	3,977	4,978	8,551	9,255
Selling, general, and administrative	21,038	21,499	22,878	42,537	46,085
Restructuring charges	<u>-</u>	<u>1,315</u>	<u>-</u>	<u>1,315</u>	<u>-</u>
Total operating expenses	<u>25,612</u>	<u>26,791</u>	<u>27,856</u>	<u>52,403</u>	<u>55,340</u>
Income (loss) from operations	1,317	(2,971)	4,504	(1,654)	9,366
Other income and expense, net	<u>194</u>	<u>182</u>	<u>722</u>	<u>376</u>	<u>2,131</u>
Income (loss) before provision for (benefit from) income taxes	1,511	(2,789)	5,226	(1,278)	11,497
Provision for (benefit from) income taxes	<u>607</u>	<u>(918)</u>	<u>2,473</u>	<u>(311)</u>	<u>5,011</u>
Net income (loss)	<u>\$ 904</u>	<u>\$ (1,871)</u>	<u>\$ 2,753</u>	<u>\$ (967)</u>	<u>\$ 6,486</u>
Net income (loss) per share:					
Basic	\$ 0.03	\$ (0.06)	\$ 0.09	\$ (0.03)	\$ 0.20
Diluted	\$ 0.03	\$ (0.06)	\$ 0.08	\$ (0.03)	\$ 0.19
Weighted average shares outstanding:					
Basic	31,578	31,453	31,716	31,516	32,954
Diluted	31,961	31,453	32,549	31,516	34,065

Omniceil, Inc.
Reconciliation of GAAP to Non-GAAP
(In thousands, except per share data, unaudited)

	Three months ended					
	June 30, 2009		March 31, 2009		June 30, 2008	
	Net income	Earnings per share- diluted	Net income (loss)	Earnings (loss) per share - diluted	Net income	Earnings per share- diluted
GAAP	\$ 904	\$ 0.03	\$ (1,871)	\$ (0.06)	\$ 2,753	\$ 0.08
Non-GAAP Adjustments:						
SFAS No. 123(R) adjustment (a)						
Gross Margin	287		379		416	
Operating Expenses	2,087		2,105		2,517	
Restructuring cost (net of tax) (b)						
Gross profit			735			
Operating expenses			799			
	<u>2,374</u>	<u>0.07</u>	<u>4,018</u>	<u>0.13</u>	<u>2,933</u>	<u>0.09</u>
Non-GAAP	<u>\$ 3,278</u>	<u>\$ 0.10</u>	<u>\$ 2,147</u>	<u>\$ 0.07</u>	<u>\$ 5,686</u>	<u>\$ 0.17</u>
	Six months ended					
	June 30, 2009		June 30, 2008			
	Net income (loss)	Earnings (loss) per share - diluted	Net income	Earnings per share- diluted		
GAAP	\$ (967)	\$ (0.03)	\$ 6,486	\$ 0.19		
Non-GAAP Adjustments:						
SFAS No. 123(R) adjustment (a)						
Gross Margin	665		926			
Operating Expenses	4,193		5,074			
Restructuring cost (net of tax) (b)						
Gross profit	735					
Operating expenses	799					
	<u>6,392</u>	<u>0.20</u>	<u>6,000</u>	<u>0.18</u>		
Non-GAAP	<u>\$ 5,425</u>	<u>\$ 0.17</u>	<u>\$ 12,486</u>	<u>\$ 0.37</u>		

(a) This adjustment reflects the accounting impact of non-cash share-based compensation expense related to the impact of FAS123R for the periods shown.

(b) This is the net of tax impact of the restructuring activities executed during the first quarter of 2009.