

CODE OF ETHICS OPTION CARE, INC.

Option Care, Inc. (the "Company") is adopting this Code of Ethics (the "Code") to formalize the Company's continuing expectations regarding ethical conduct. The Code applies to the directors, officers and employees of the Company and each of its subsidiaries.

This Code is intended to satisfy the requirements of Section 406 of the Sarbanes-Oxley Act of 2002 regarding the adoption of a code of ethics for senior officers and the rules of the NASDAQ Stock Market regarding the adoption of a code of conduct for directors, officers and employees.

Honest and Ethical Conduct

The Company is committed to conducting its business in accordance with the highest ethical principles. This Code is designed to accomplish this goal by setting forth the ethical standards which will govern the conduct of our directors, officers, and employees.

Conflicts of Interest

Directors, officers and employees have a duty to act in the best interests of the Company and its stockholders at all times. As part of this duty, directors, officers and employees should identify and disclose apparent conflicts of interest.

A "conflict of interest" exists where a person has a private or personal interest sufficient to influence the exercise of his or her duties to the Company. A conflict of interest is apparent where a reasonable person would think that the director, officer or employee's professional judgment is likely to be compromised by his or her personal or private interest. Conflicts of interest may also arise when a director, officer or employee, or members of his or her family, receives personal benefits as a result of his or her position in the Company.

While not all conflicts of interest are necessarily harmful to the Company, all apparent conflicts of interest must be identified as soon as possible and promptly disclosed to the Company's General Counsel and Corporate Compliance Officer, Joseph Bonaccorsi, for independent review.

Corporate Opportunities

Directors, officers and employees owe a duty to the Company to advance our legitimate business interests when the opportunity to do so arises. Directors, officers and employees are prohibited from taking for themselves (or directing to a third party) a business opportunity that is discovered through the use of corporate property, information or position, without the consent of the Board of Directors. No director, officer or employee may use corporate property, information or position for improper personal gain, and no director, officer or employee may compete with the Company directly or indirectly.

Any use of Company property or services that is not solely for the benefit of the Company must be approved in advance by the Company's General Counsel.

Business Entertainment and Gifts

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. Directors, officers and employees of the Company may not accept gifts from persons or entities where any such gift is being made in order to influence their actions in their position with the Company, or where acceptance of the gifts could create the appearance of a conflict of interest.

Laws and Regulations

Our directors, officers and employees must respect and follow all laws and regulations which apply to the Company and its operations. Compliance includes, but is not limited to, rules and regulations set forth by the SEC, NASDAQ and adherence to generally accepted accounting principles ("GAAP").

Public Financial Reporting and Disclosure

The Company requires that the information in all of its public communications, including SEC filings, be full, fair, accurate, timely and understandable. All directors, officers and employees who are involved in the Company's disclosure process, including the Chief Executive Officer ("CEO"), Chief Operating Officer ("COO") and senior financial officers, including the Chief Financial Officer ("CFO") and Controller, are responsible for acting in furtherance of this policy. In particular, these individuals are required to maintain familiarity with the disclosure requirements applicable to the Company and are prohibited from knowingly misrepresenting, omitting, or causing others to misrepresent or omit, material facts about the Company to others, whether within or outside the Company. In addition, any director, officer or employee who has a supervisory role in the Company's disclosure process has an obligation to discharge his or her responsibilities diligently.

The CEO, COO and all senior financial officers are responsible for the full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the SEC. Accordingly, it is the responsibility of the CEO, COO and each senior financial officer promptly to bring to the attention of the Audit Committee any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings.

The CEO, COO, General Counsel and each senior financial officer shall promptly bring to the attention of the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.

The Company's CEO, COO and senior financial officers are required to establish and manage the Company's reporting systems and procedures to ensure that:

1. Business transactions are properly authorized and accurately recorded on the Company's books and records and in accordance with GAAP.
2. The Company's records are maintained in accordance with applicable legal and regulatory requirements and Company policy.
3. Periodic reporting and communications with the public are communicated in a manner that offers the highest degree of clarity and meaning so that readers will be able to determine the significance and potential consequences.
4. Personnel dealing with the finances of the Company are informed as to rules and regulations that affect the financial operation of the Company.
5. The financial operation of the Company is monitored as to compliance with any applicable rules and regulations.

The CEO, COO and each senior financial officer, including the CFO and Controller, shall promptly bring to the attention of the General Counsel or to the Audit Committee, through the Company's director of internal audit, any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the

Company or the operation of its business, by the Company or any agent thereof, or of violations of this Code.

Reporting Violations/Enforcement of this Code

Employees are encouraged to talk to their supervisor/manager or the General Counsel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. Any employee who believes in good faith that there has been a violation of this Code should report it immediately to the Company's General Counsel.

Any employee who believes in good faith that there has been a violation of this Code caused by questionable accounting or auditing matters may submit confidential, anonymous complaints in writing to the General Counsel or the Audit Committee Chair, through the Company's director of internal audit. Complaints must provide sufficient information so that a reasonable investigation can be conducted and may be made in writing directly to either (a) Joseph Bonaccorsi, the General Counsel of the Company at 485 Half Day Road, Suite 300, Buffalo Grove, Illinois 60089, fax number 847-913-9024, E-mail address jbonacco@optioncare.net or anonymously by leaving a voice-mail message at 847-465-2148; or (b) Kenneth Abramowitz, the Chair of the Audit Committee of the Board of Directors of the Company, through the Company's Director of Internal Auditing, at 485 Half Day Road, Suite 300, Buffalo Grove, Illinois 60089, fax number 847- 913-9068, E-mail address auditor@optioncare.net or, alternatively, the Company has established anonymous reporting hotline telephone numbers at which an employee can leave an anonymous message for the Chairman of the Audit Committee at (847) 465-2147.

Upon receipt of a complaint, the General Counsel or other designee shall promptly investigate the matter. The General Counsel and Audit Committee will treat the matter as confidential to the fullest extent possible consistent with the need to investigate and within the limits allowed by law. Anyone involved in an investigation under these procedures will be informed of their obligation to maintain confidentiality. Employees are required to cooperate in all internal investigations of misconduct.

The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of this Code, which may include removal from a position as director or officer and/or dismissal as an employee of the Company. In determining what action is appropriate in a particular case, the Board of Directors or its designees shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed violations in the past.

The Company recognizes the potentially serious impact of a false accusation. Employees are expected, as part of the ethical standards required by this Code, to act responsibly in making complaints.

Prohibition Against Retaliation

It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith by employees. The Company strictly prohibits retaliation of any kind against any person reporting in good faith possible violations of law, ethics or this Code.

Accountability

All directors, officers and employees will be held accountable for their adherence to the Code. Failure to observe the terms of the Code may result in disciplinary action, up to and including termination of employment. Violations of the Code may also constitute violations of law and may result in civil and criminal penalties.

Compliance with this Code

As evidence of compliance with this Code, all directors, officers and employees will sign an annual attestation that they have received and read this Code.

Waivers

The Company may waive provisions of this Code in appropriate circumstances. If a director, officer or employee believes that a waiver is appropriate, he or she should discuss the matter with the General Counsel and Audit Committee.

Waivers for directors or executive officers (including senior financial officers) may be made only by the Board of Directors or a Board committee. The Company will publicly report all waivers that apply to the Company's directors and executive officers as required by applicable laws and regulations.