ESI Acquisition, Inc.
Form 424B5
April 27, 2011

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The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and they are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED APRIL 27, 2011

Filed Pursuant to Rule 424(B)(5)
Registration File No. 333-159654

PRELIMINARY PROSPECTUS SUPPLEMENT
(To Prospectus dated April 27, 2011)

$ % Senior Notes due 2016

EXPRESS SCRIPTS, INC.

We are offering $ % Senior Notes due 2016 (the notes). We will pay interest on the notes on and of each year, beginning on , 2011. We may redeem some or all of the notes at our option at any time and from time to time at the make-whole redemption price described in this prospectus supplement in Description of the Notes Optional Redemption. We must offer to repurchase the notes upon the occurrence of a change of control triggering event at the price described in this prospectus supplement in Description of the Notes Purchase of Notes Upon a Change of Control Triggering Event.

The notes will be jointly and severally and fully and unconditionally guaranteed on a senior basis by certain of our current and future 100% owned domestic subsidiaries. See Description of the Notes Guarantees. The notes and guarantees will be our and our subsidiary guarantors unsecured senior obligations and rank equally with our and the guarantors other unsecured senior indebtedness from time to time outstanding. The notes will not be listed on any securities exchange.

Investing in the notes involves risks. See Risk Factors beginning on page S-8 of this prospectus supplement to read about important factors you should consider before buying the notes.

	Price to Public(1)	Underwriting Discounts and Commissions	Proceeds to Express Scripts, Inc.(1)
Per 2016 note	%	%	%
Total	$	$	$

(1) Plus accrued interest if any, from , 2011, if settlement occurs after that date.

Delivery of the notes to investors in registered book-entry form only through the facilities of The Depository Trust Company (DTC) will be made on or about , 2011. Beneficial interests in the notes will be shown on, and transfers thereof will be effected only through, records maintained by DTC and its direct and indirect participants, including Clearstream Banking, société anonyme, and Euroclear Bank S.A./N.V., as operator of the Euroclear System.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the related prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Joint Book-Running Managers

Credit Suisse	**Citi**	**RBS**

BofA Merrill Lynch	**Credit Agricole CIB**	**Deutsche Bank Securities**
J.P. Morgan	**Mitsubishi UFJ Securities**	**Morgan Stanley**
SunTrust Robinson Humphrey		**Wells Fargo Securities**

The date of this prospectus supplement is , 2011.

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PROSPECTUS SUPPLEMENT

PROSPECTUS

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part consists of this prospectus supplement, which describes the specific terms of this offering. The second part consists of the accompanying prospectus, which gives more general information, some of which may not be applicable to this offering.

If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and in any related free writing prospectus we file with the Securities and Exchange Commission (the SEC).

We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

In this prospectus supplement, unless otherwise specified or the context requires otherwise, we use the terms Express Scripts, the company, we, us and our to refer to Express Scripts, Inc. and its subsidiaries.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Information we have included or incorporated by reference in this prospectus supplement and the accompanying prospectus contains or may contain forward-looking statements. These forward-looking statements include, among others, statements of our plans, objectives, expectations (financial or otherwise) or intentions.

Our forward-looking statements involve risks and uncertainties. Our actual results may differ significantly from those projected or suggested in any forward-looking statements. We do not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. Factors that might cause such a difference to occur include, but are not limited to:

- our ability to remain profitable in a very competitive marketplace is dependent upon our ability to attract and retain clients while maintaining our margins, to differentiate our products and services from others in the marketplace, and to develop and cross sell new products and services to our existing clients;

- our failure to anticipate and appropriately adapt to changes in the rapidly changing health care industry;

- changes in applicable laws or regulations, or their interpretation or enforcement, or the enactment of new laws or regulations, which apply to our business practices (past, present or future) or require us to spend significant resources in order to comply;

- changes to the health care industry designed to manage health care costs or alter health care financing practices;

changes relating to our participation in Medicare Part D, the loss of Medicare Part D eligible members, or our failure to otherwise execute on our strategies related to Medicare Part D;

a failure in the security or stability of our technology infrastructure, or the infrastructure of one or more of our key vendors, or a significant failure or disruption in service within our operations or the operations of such vendors;

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- our failure to effectively execute on strategic transactions, or to integrate or achieve anticipated benefits from any acquired businesses;
- the termination, or an unfavorable modification, of our relationship with one or more key pharmacy providers, or significant changes within the pharmacy provider marketplace;
- the termination, or an unfavorable modification, of our relationship with one or more key pharmaceutical manufacturers, or the significant reduction in payments made or discounts provided by pharmaceutical manufacturers;
- changes in industry pricing benchmarks;
- results in pending and future litigation or other proceedings which would subject us to significant monetary damages or penalties and/or require us to change our business practices, or the costs incurred in connection with such proceedings;
- our failure to execute on, or other issues arising under, certain key client contracts;
- the impact of our debt service obligations on the availability of funds for other business purposes, and the terms and our required compliance with covenants relating to our indebtedness;
- our failure to attract and retain talented employees, or to manage succession and retention for our Chief Executive Officer or other key executives;
- our intended use of proceeds from this offering for share repurchases, which will not increase our earnings or enhance our ability to service our increased levels of indebtedness, the uncertainty of the timing of any such share repurchases and the price to be paid per share; and
- other risks described from time to time in our filings with the SEC.

These and other relevant factors, including those risk factors identified in our Annual Report on Form 10-K for the year ended December 31, 2010, our Quarterly Report on Form 10-Q for the quarter ended March 31, 2011 and our other filings under the Securities Exchange Act of 1934, as amended (the Exchange Act), parts of which are incorporated by reference in this prospectus supplement, should be carefully considered when reviewing any forward-looking statement. See Where You Can Find More Information.

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SUMMARY

This summary highlights selected information about us and this offering. This summary is not complete and does not contain all of the information that may be important to you. You should read carefully this entire prospectus supplement and the accompanying prospectus, including the Risk Factors section, and the other documents that we refer to and incorporate by reference herein for a more complete understanding of us and this offering. In particular, we incorporate by reference important business and financial information into this prospectus supplement and the accompanying prospectus.

Our Business

We are one of the largest Pharmacy Benefit Management (PBM) companies in North America, offering a full range of services to our clients, which include Health Maintenance Organizations (HMOs), health insurers, third-party administrators, employers, union-sponsored benefit plans, workers compensation plans and government health programs. We help health benefit providers address access and affordability concerns resulting from rising drug costs while helping to improve healthcare outcomes. We manage the cost of the drug benefit by performing the following functions:

- evaluating drugs for price, value and efficacy in order to assist clients in selecting a cost-effective formulary;
- leveraging purchasing volume to deliver discounts to health benefit providers;
- promoting the use of generics and low-cost brands; and
- offering cost-effective home delivery pharmacy and specialty services which result in drug cost savings for plan sponsors and co-payment savings for members.

We work with clients, manufacturers, pharmacists and physicians to increase efficiency in the drug distribution chain, to manage costs in the pharmacy benefit and to improve members health outcomes and satisfaction. In an effort to deliver a superior clinical offering which targets the reduction of waste and the improvement of health outcomes, we apply a unique behavior-centric approach to changing consumer behavior which we call Consumerology®.

Plan sponsors who are more aggressive in taking advantage of our effective tools to manage drug spending have seen actual reduction in their prescription drug trend while preserving healthcare outcomes. Greater use of generic drugs and lower-cost brand drugs has resulted in significant reductions in spending for commercially insured consumers and their employers.

We have organized our operations into two business segments based on products and services offered: PBM and Emerging Markets (EM).

Our PBM segment primarily consists of the following services:

- retail network pharmacy management and retail drug card programs;
- home delivery services;
- specialty benefit services;

patient care contact centers;

benefit plan design and consultation;

drug formulary management, compliance and therapy management programs;

information reporting and analysis programs;

rebate programs;

electronic claims processing and drug utilization review;

consumer health and drug information;

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- bio-pharma services including reimbursement and customized logistics solutions;
- medication therapy and safety through pharmacogenomics; and
- assistance programs for low-income patients.

The EM segment primarily consists of the following services:

- distribution of pharmaceuticals and medical supplies to providers and clinics;
- distribution of fertility pharmaceuticals requiring special handling or packaging; and
- healthcare account administration and implementation of consumer-directed healthcare solutions.

Our revenues are generated primarily from the delivery of prescription drugs through our contracted network of retail pharmacies, home delivery and specialty pharmacy services and EM services. Revenues from the delivery of prescription drugs to our members represented 99.4% of revenues in 2010, 98.9% in 2009, and 98.8% in 2008. Revenues from services, such as the fees associated with the administration of retail pharmacy networks contracted by certain clients, medication counseling services, and certain specialty distribution services, comprised the remainder of our revenues.

Prescription drugs are dispensed to members of the health plans we serve primarily through networks of retail pharmacies that are under non-exclusive contracts with us and through the three home delivery fulfillment pharmacies, eight specialty drug pharmacies and two fertility pharmacies we operated as of March 31, 2011. More than 60,000 retail pharmacies, which represent over 95% of all United States retail pharmacies, participate in one or more of our networks. The top ten retail pharmacy chains represent approximately 50% of the total number of stores in our largest network.

During 2010, we processed approximately 753.9 million adjusted claims, generating approximately $45.0 billion of revenue, $1.2 billion of net income from continuing operations and $2.3 billion of EBITDA from continuing operations (as defined below). On average, we earned $3.07 and $3.02 of EBITDA from continuing operations per adjusted claim in 2010 and 2009, respectively. During the three months ended March 31, 2011, we processed approximately 186.1 million adjusted claims, generating $11.1 billion of revenue, $326.5 million of net income from continuing operations and $615.3 million of EBITDA from continuing operations. We averaged $3.31 of EBITDA from continuing operations per adjusted claim during this latest three-month period versus $2.75 for the same three-month period in 2010.

Corporate Information

We were incorporated in Missouri in September 1986 and were reincorporated in Delaware in March 1992. Our principal executive offices are located at One Express Way, St. Louis, Missouri 63121 and our telephone number at that address is (314) 996-0900. Our website address is www.express-scripts.com. The information on, or accessible through, our website is not part of this prospectus supplement and should not be relied upon in connection with making any investment decision with respect to the securities offered by this prospectus supplement.

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The Offering

The following is a brief summary of some of the terms of this offering. For a more complete description of the terms of the notes, please refer to Description of the Notes in this prospectus supplement and Description of Debt Securities in the accompanying prospectus.

Issuer	Express Scripts, Inc.
Notes offered	$ aggregate principal amount of the notes.
Maturity	Unless earlier redeemed by us, the notes will mature on , 2016.
Interest payment dates	and of each year, beginning on , 2011.
Interest rate	The notes will bear interest at % per year.
Guarantees	All payments with respect to the notes, including principal and interest, will be jointly and severally and fully and unconditionally guaranteed on a senior unsecured basis by certain of our 100% owned domestic subsidiaries, each of which is a guarantor of our obligations under our existing senior notes (as defined below) and our existing revolving credit facility (as defined below). We expect the notes will also be guaranteed in the future by certain subsidiaries under the circumstances described under Description of the Notes Covenants Additional Guarantors. If a guarantor is released from its guarantees with respect to any other debt of ours of an amount in excess of 15% of our consolidated net worth, then such guarantor may be released from its guarantee of the notes. See Description of the Notes Guarantees.
Ranking	The notes and guarantees will be: unsecured and rank equally with our and our subsidiary guarantors other unsecured senior indebtedness from time to time outstanding; structurally subordinated in right of payment to all indebtedness and other liabilities of any of our non-guarantor subsidiaries; and effectively subordinated to our and our subsidiary guarantors secured indebtedness to the extent of the assets securing such indebtedness. Other than capital leases, we and our subsidiary guarantors do not currently have any secured indebtedness.
Optional redemption	The notes will be redeemable, at our option, in whole or in part at any time and from time to time, at the make-whole redemption price described in Description of the Notes Optional Redemption.

Offer to repurchase upon change of control triggering event	Upon the occurrence of a change of control triggering event (including certain ratings downgrades) as provided in the indenture, we will be required to offer to repurchase the notes for cash at a price of 101% of the aggregate principal amount of the notes

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	outstanding on the date of such change of control, plus accrued and unpaid interest.
Covenants	The indenture governing the notes will contain covenants that, among other matters, limit: our ability to consolidate with or merge with or into, or convey, transfer or lease all or substantially all of our properties and assets to, another person; our and certain of our subsidiaries ability to create or assume liens; and our and certain of our subsidiaries ability to engage in sale and leaseback transactions. These covenants are subject to important exceptions and qualifications, which are described under the heading Description of the Notes Covenants in this prospectus supplement.
Use of proceeds	We estimate the net proceeds from this offering will be approximately $ billion after deducting underwriting discounts and commissions and before deducting other estimated offering expenses payable by us. We intend to use the net proceeds from this offering to fund repurchases of our common stock pursuant to our share repurchase program, which may include open market transactions, block trades, privately negotiated transactions or other means or a combination of the aforementioned, and for general corporate purposes. Pending such use, the proceeds of this offering will be held in the form of U.S. Treasury securities and other highly liquid instruments.
Absence of market for the notes	The notes are a new issue of securities with no established trading market. We currently do not intend to apply to list the notes on any securities exchange or to seek their admission to trading on any automated quotation system. Accordingly, we cannot provide any assurance as to the development or liquidity of any market for the notes. See Underwriting.
Risk factors	You should carefully consider the information set forth in the Risk Factors section of this prospectus supplement as well as all other information included in or incorporated by reference in this prospectus supplement before deciding whether to invest in our securities.
Governing law	The notes and the indenture will be governed by, and construed in accordance with, the laws of the State of New York.

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Summary Consolidated Financial Data

We derived the historical statement of operations data, the statement of cash flows data and the other data for the years ended December 31, 2010, 2009 and 2008, and the historical balance sheet data as of December 31, 2010 and 2009, presented below from our audited Consolidated Financial Statements incorporated by reference into this prospectus supplement. The historical statement of operations data, statement of cash flows data and the other data for the three months ended March 31, 2011 and 2010, and the historical balance sheet data as of March 31, 2011, have been derived from our unaudited condensed consolidated financial statements incorporated by reference into this prospectus supplement. In the opinion of management, the interim financial information provided herein reflects all adjustments (consisting of normal and recurring adjustments) necessary for a fair statement of the data for the periods presented. Interim results are not necessarily indicative of the results to be expected for the entire fiscal year.

On December 1, 2009, we acquired the PBM business of WellPoint. Accordingly, our operating results for the historical periods following the acquisition may not be comparable with the historical periods prior to the acquisition and may not be predictive of future results. See Note 3 in Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2010.

You should read the summary historical financial data with Management s Discussion and Analysis of Financial Condition and Results of Operations incorporated by reference into this prospectus supplement from our Annual Report on Form 10-K for the year ended December 31, 2010 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2011.

	Three Months Ended March 31,		Year Ended December 31,		
	2011	2010	2010	2009(1)	2008(2)
	(In millions, except per claim data)				
Statement of operations data:					
Revenues(3)	$ 11,094.5	$ 11,138.4	$ 44,973.2	$ 24,722.3	$ 21,941.2
Cost of revenues(3)	10,349.0	10,475.2	42,015.0	22,298.3	19,910.6
Gross Profit	745.5	663.2	2,958.2	2,424.0	2,030.6
Selling, general and administrative	193.1	208.5	887.3	926.5	756.3
Operating income	552.4	454.7	2,070.9	1,497.5	1,274.3
Other (expense) income					
Non-operating charges, net					(2.0)
Undistributed loss from joint venture					(0.3)
Interest income	0.4	1.7	4.9	5.3	13.0
Interest expense	(39.7)	(42.8)	(167.1)	(194.4)	(77.6)
	(39.3)	(41.1)	(162.2)	(189.1)	(66.9)
Income before income taxes	513.1	413.6	1,908.7	1,308.4	1,207.4
Provision for income taxes	186.6	153.0	704.1	481.8	431.5
	326.5	260.6	1,204.6	826.6	775.9

Net income from continuing operations										
Net (loss) income from discontinued operations, net of tax				(0.4)		(23.4)		1.0		0.2
Net income	$	326.5	$	260.2	$	1,181.2	$	827.6	$	776.1

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	Three Months Ended March 31, 2011	Three Months Ended March 31, 2010	Year Ended December 31, 2010	Year Ended December 31, 2009(1)	Year Ended December 31, 2008(2)
	(In millions, except per claim data)				
Cash flow data:(4)					
Net cash flows provided by operating activities continuing operations	$ 244.4	$ 760.0	$ 2,105.1	$ 1,752.0	$ 1,091.1
Net cash used in investing activities continuing operations	(17.8)	(28.5)	(145.1)	(4,820.5)	(318.6)
Net cash provided by (used in) financing activities	15.6	(360.8)	(2,523.0)	3,587.0	(680.4)
Other data:					
EBITDA from continuing operations(5)	$ 615.3	$ 513.4	$ 2,315.6	$ 1,604.2	$ 1,368.4
EBITDA from continuing operations per adjusted claim(5)(6)	3.31	2.75	3.07	3.02	2.70
Total adjusted claims(6)	186.1	186.6	753.9	530.6	506.3
ROIC(7)	N/A	N/A	20.5%	18.9%	27.5%
Ratio of earnings to fixed charges(8)	13.2	10.0	11.6	7.4	14.8

	As of March 31, 2011	As of December 31, 2010	As of December 31, 2009
	(In millions)		
Balance sheet data:			
Cash and cash equivalents	$ 766.1	$ 523.7	$ 1,070.4
Receivables, net	1,907.0	1,720.9	2,516.4
Total current assets	3,148.2	2,941.3	4,143.5
Total assets	10,708.1	10,557.8	11,931.2
Total liabilities	6,744.9	6,951.2	8,379.4
Total stockholders equity	3,963.2	3,606.6	3,551.8

(1) Includes the acquisition of the PBM business from WellPoint effective December 1, 2009.

(2) Includes the acquisition of Medical Services Company effective July 22, 2008.

(3) Includes retail pharmacy co-payments of $1,526.5 million and $1,662.6 million for the three months ended March 31, 2011 and 2010, respectively, and $6,181.4 million, $3,132.1 million and $3,153.6 million for the years ended December 31, 2010, 2009 and 2008, respectively.